

P95000004571

(Requestor's Name)  
Keith Birkhold  
1660 N. E. 110 Terrace  
Miami Shores, FL 33161  
(City, State, Zip) (Phone #)

RECEIVED  
11-10-95  
11:11 AM  
11/10/95

OFFICE USE ONLY

EFFECTIVE DATE  
1-10-95

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in ☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

FILED

1995 JAN 10 AM 8 14

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

P95 1/10/95  
245  
428  
P95-4571

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

January 12, 1995

KEITH BIRKHOLO  
1660 NE 110TH TERRACE  
MIAMI SHORES, FL 33161

SUBJECT: TRANS-AMERICAN TROPICALS, INC.  
Ref. Number: W95000000938

We have received your document for TRANS-AMERICAN TROPICALS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6929.

Brendolyn Bruton  
Corporate Specialist

Letter Number: 795A00001532

ARTICLES OF INCORPORATION  
OF  
TRANS-AMERICAN TROPICALS, INC.

The undersigned, acting as incorporator of Trans-American Tropicals, Inc., under the Florida General Corporation Act, adopts the following Articles of Incorporation:

FILED  
1995 JAN 18 PM 8 14  
TALLAHASSEE

ARTICLE I. NAME

The name of the corporation is Trans-American Tropicals, Inc..

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of subscription and acknowledgment of these Articles of Incorporation by the Secretary of State, State of Florida.

ARTICLE III. PRINCIPLE PLACE OF BUSINESS

The principle place of business shall be as follows:

1660 N. E. 110 Terrace  
Miami Shores, FL 33161

ARTICLE IV. DURATION

The corporation will exist perpetually.

FILED  
1-10-95  
DATE

ARTICLE V. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States of America and Florida. More specifically, the general purpose or purposes for which the corporation is organized are as follows:

- (a) To engage in every aspect and phase of the business of import and export of tropical fruits and vegetables into and out of the United States of America.
- (b) To transact any or all other lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE VI. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 500 shares of Class A common stock, having a par value of \$1.00 per share, and 500 shares of Class B common stock, having a par value of \$1.00 per share. The preferences,

KTB

limitation, and relative rights in respect to the shares of Class A and Class B common stock shall be the same, except that the shares of Class B common stock shall not vote on any matters, except when otherwise required by law. The consideration to be paid for each share of Class A and Class B common stock shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgement of the directors, equivalent to or greater than the full par value of the shares.

#### ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1660 N. E. 110 Terrace, Miami Shores, Florida 33161, and the name of the corporation's initial registered agent at the address is Keith T. Birkhold.

#### ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one (1). The name and street address of the initial directors are as follows:

Name	Address
Keith T. Birkhold - Chairman	1660 N. E. 110 Terrace Miami Shores, FL 33161
Jennifer L. Birkhold - Vice Chairman	1660 N. E. 110 Terrace Miami Shores, FL 33161

#### ARTICLE IX. MANAGEMENT BY SHAREHOLDERS

All powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors. The names and street addresses of the original shareholders are as follows:

Name	Address
Keith T. Birkhold 250 Shares of Class A Stock	1660 N. E. 110 Terrace Miami Shores, FL 33161
Jennifer L. Birkhold 250 Shares of Class A Stock	1660 N. E. 110 Terrace Miami Shores, FL 33161

215

#### ARTICLE X. INCORPORATOR

The name and street address of the incorporator are as follows:

Name	Address
Keith T. Birkhold	1660 N. E. 110 Terrace Maimi Shores, FL 33161

The incorporator of the corporation assigns to this corporation his rights under Section 607.161, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stocks of this corporation, this assignment becoming effective on the date the corporate existence begins.

#### ARTICLE XI. CUMULATIVE VOTING

Every shareholder having the right to vote at a meeting of shareholders shall be entitled, in any election of directors, to that number of votes equal to the number of shares held by that shareholder multiplied by the number of directors to be elected. Each shareholder may either cast all their votes for a single candidate or distribute them among any two or more of the candidates. In voting on all other proposals, each shareholder having the right to vote shall be entitled to one vote for each share of voting stock held.

#### ARTICLE XII. AMENDMENT OF BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE XIII. AMENDMENT OF ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner perscribed by law, and all rights conferred on shareholders are subject to this reservation.

KTB

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of  
Incorporation this 10th day of January, 1995.

*Keith T. Birkhold*

\_\_\_\_\_  
Keith T. Birkhold

STATE OF FLORIDA  
COUNTY OF DADE

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Trans-American Tropicals, Inc. in the foregoing Articles of Incorporation, I, on behalf of Trans-American Tropicals, Inc., a Florida corporation, hereby agree to accept services of process for said Corporation and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT

By: Keith T. Birkhold

Keith T. Birkhold

FILED  
1995 JAN 18 12 8 14  
TALLAHASSEE FLORIDA

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION  
FOR  
REINSTATEMENT



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # **P95000004571**

1. Corporation Name

**TRANS-AMERICAN TROPICALS, INC.**

Principal Place of Business

**1660 NE 110TH TERRACE  
MIAMI SHORES FL 33161**

Mailing Address

**1660 NE 110TH TERRACE  
MIAMI SHORES FL 33161**

**FILED**  
**96 OCT 14 PM 2:51**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**



**REINSTATEMENT**

If above addresses are incorrect in any way, line through incorrect information and enter correction below.

2. New Principal Office Address, if Applicable

Suite, Apt. #, etc.

City & State

Zip

Country

3. New Mailing Office Address, if Applicable

Suite, Apt. #, etc.

City & State

Zip

Country

4. Date Incorporated or Qualified  
To Do Business in Florida

**01/10/1995**

5. FEI Number

**65-0546811**

Applied For

Not Applicable

6.

CERTIFICATE OF STATUS DESIRED ☐

**\$8.75 Additional Fee required  
for a Certificate of Status**

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

1. Titles	2. Name of Officers and/or Directors	3. Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4. City / State / Zip
D	BIRKHOLO, KEITH T	1660 NE 110TH TERRACE	MIAMI SHORES FL 33161
D	BIRKHOLO, JENNIFER L	1660 NE 110TH TERRACE	MIAMI SHORES FL 33161
400001981674--9 -10/21/96--01051--021 ***375.00 ***375.00			

8. Name and Address of Current Registered Agent

**BIRKHOLO, KEITH T  
1660 NE 110TH TERRACE  
MIAMI SHORES FL 33161**

9. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, Etc.

City

State  
**FL**

Zip Code

10. I hereby appoint the registered agent of the above named corporation, familiar with and accept the obligations of Section 607.0505, F.S.

Signature of  
Registered Agent

*Keith Birkhold*

REGISTERED AGENT MUST SIGN

Date

**Oct 11, 1996**

11. Does this corporation pay any intangible tax to the  
Dept. of Revenue under S. 199.032, Florida Statutes. Yes ☒ No ☐

(See other side for information  
on intangible tax.)

12. I certify that I am an officer or director of the corporation or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid, and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(i), F.S. The information indicated in this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE:

*Keith Birkhold*

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

**Oct 11, 1996** (305) 892-8897

Date

Daytime Phone #