

P95000057079

CLEM, POLACKWICH & VOCELLE
ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING
PROFESSIONAL ASSOCIATIONS:

CHRISTER CLEM, P.A.
ALAN S. POLACKWICH, SR., P.A.
LOUIS B. VOCELLE, JR., P.A.
JAMES A. TAYLOR, III

PAUL R. BERO

ROBERT GOLDEN
OF COUNSEL

*BOARD CERTIFIED IN CIVIL TRIAL PRACTICE

SUITE 601
UNIVERSITY BUILDING
2770 INDIAN RIVER BOULEVARD
VENO BEACH, FLORIDA 32960-4278

(407) 562-8111
FAX (407) 562-2870

UPS NEXT DAY AIR DELIVERY

July 12, 1995

900001537309
-07/13/95--01082--016
*****70.00 *****70.00

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

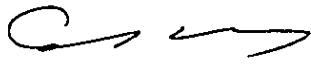
RE: Englehart Citrus Hauling, Inc.

Dear Sirs/Ladies:

In regard to the above, please find enclosed an original set of Articles of Incorporation. Please take the necessary steps to file the enclosed instrument as promptly as possible. Thereafter, please return your confirmation of filing to the undersigned. This firm's check in the amount of \$70.00 is enclosed representing payment of the fee for this service.

Thank you for your attention to this matter.

Very truly yours,


Alan S. Polackwich, Sr.

ASP:PAH

Encs. - check and articles
17728

RECEIVED
TALLAHASSEE, FLORIDA

95 JUL 24 PM 3:57

FILED

00 789, 00 634, 00 612, 00 6

SN
7/24/95

CLEM, POLACKWICH & VOCELLE
ATTORNEYS AT LAW

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TELEPHONE (407) 562-8111
FAX (407) 562-2870

BREVARD COUNTY OFFICE
SUITE 303
THE 1900 BUILDING
1900 SOUTH HARBOR CITY BOULEVARD
MELBOURNE, FLORIDA 32901-4762
TELEPHONE (407) 725-3303

PLEASE REPLY TO
VERO BEACH

July 21, 1995

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

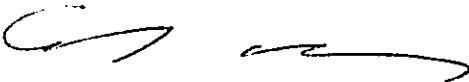
Attention: Sandra Ng, Document Specialist

RE: ENGLEHART CITRUS HAULING, INC.
Ref. Number: W95000014425
Our File No.: 2124.3723

Dear Ms. Ng:

Thank you for your letter of July 18, 1995 (copy enclosed). The necessary revisions have been made to the Articles of Incorporation of Englehart Citrus Hauling, Inc. and the original Articles are enclosed for filing.

Very truly yours,



Alan S. Polackwich, Sr.

ASP:PB
Enclosures

214554



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED

JUL 20 1995

2124-3128
And.....

July 18, 1995

ALAN S. POLACKWICH, SR.
2770 INDIAN RIVER BLVD., STE 501
UNIVEST BUILDING
VERO BEACH, FL 32960

SUBJECT: ENGLEHART CITRUS HAULING, INC
Ref. Number: W95000014425

We have received your document for ENGLEHART CITRUS HAULING, INC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 895A00034302

ARTICLES OF INCORPORATION

FOR

ENGLEHART CITRUS HAULING, INC.

FILED

95 JUL 24 PM 3:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, hereby associate for the purpose of becoming a corporation under the laws of the State of Florida by and under the provisions of the statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

Name

The name of this corporation is ENGLEHART CITRUS HAULING, INC., hereinafter referred to as the Corporation.

ARTICLE II

Purposes

This Corporation is organized for the following purposes:

- A. To perform hauling services, including fruit hauling services.
- B. To exercise any and all powers enumerated in Florida Statutes, Chapter 607, and any or all lawful business.
- C. To do all and everything necessary and proper for the accomplishment of any and all of the purposes or the attaining of any of the objects, purposes or the furtherance of any of the powers enumerated in this Certificate of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, as principal, agent, director, trustee or otherwise, and in general, either alone or in association with

other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purpose or attainment of the objects or the furtherance of such purposes or objects of the Corporation, whether or not such business is similar in nature to the purposes and objects as set forth in this Certificate of Incorporation or any amendment thereof.

ARTICLE III **Capital Stock**

The capital stock of this Corporation shall consist of one thousand (1000) shares at One and no/100 Dollar (\$1.00) per share par value common stock. The whole or any part of the capital stock of this Corporation shall be payable in lawful money of the United States of America or property, labor or services at a just valuation to be fixed by the Directors, or in such other manner authorized by law or as set forth in the by-laws.

Any and all such shares shall not be liable for any further call or assessment or any other payment thereon.

ARTICLE IV **Restrictions on Sales and Transfers of Stock**

The shares of stock to be issued by the Corporation shall be subject to restrictions upon sales and transfers as set forth in a separate Shareholders' Agreement. Each stock certificate shall contain the following language in bold face type: **"THE SHARES OF STOCK REPRESENTED BY THIS CERTIFICATE ARE SUBJECT TO THE TERMS AND CONDITIONS OF A SHAREHOLDERS' AGREEMENT DATED AS OF _____"**

THE ABILITY TO TRANSFER SUCH STOCK, AND OTHER IMPORTANT PROVISIONS RELATING TO THE OWNERSHIP, RIGHTS AND LIABILITIES PERTAINING TO SUCH STOCK."

ARTICLE V
Corporate Existence

The Corporation shall have perpetual existence.

ARTICLE VI
Registered Office and Registered Agent

The principal office and mailing address of the Corporation shall be 313 Dusk Way, Fort Pierce, Florida 34945; and the registered agent shall be Alan S. Polackwich, Sr., Esq., c/o Clem, Polackwich, Vocelle & Taylor, 2770 Indian River Boulevard, Suite 501, Univest Building, Vero Beach, Florida 32960.

ARTICLE VII
Number of Directors

The affairs of the Corporation shall be conducted by the Board of Directors. The Board of Directors shall consist of four (4) directors, who shall serve until such time as may be established in the corporate Bylaws for the first annual meeting or until resignation, whichever shall occur first. The names and addresses of the initial directors of this Corporation are:

John C. Englehart	1335 - 32nd Avenue Vero Beach, FL 32960
Charles N. Gitto, Jr.	18 Nancy Court Leominster, MA 01453
Raymond A. Della Porta	1975 Compass Cove Drive Vero Beach, FL 32963
Jeffrey S. Wiegel	5011 W. Homer Avenue Tampa, FL 33629

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ARTICLE VIII
Incorporators

The name and address of the person signing these Articles is:

Alan S. Polackwich, Sr., Esq.
c/o Clem, Polackwich, Vocelle
& Taylor
2770 Indian River Boulevard
Suite 501, Univest Building
Vero Beach, FL 32960

ARTICLE IX
Sub Chapter-S Status

The Corporation may elect to be treated as a Sub Chapter-S corporation, upon the affirmative vote of a majority of the shareholders.

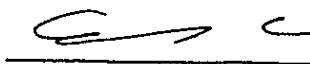
IN WITNESS WHEREOF, the undersigned have made and subscribed this Certificate of Incorporation at the City of Vero Beach, Indian River County, Florida, for the uses and purposes herein expressed this 12 day of July, 1995.


ALAN S. POLACKWICH, SR.

ACCEPTANCE OF REGISTERED AGENT

I, Alan S. Polackwich, Sr., Esq., of Clem, Polackwich, Vocelle & Taylor, 2770 Indian River Boulevard, Suite 501, Univest Building, Vero Beach, FL 32960, hereby accept the appointment as registered agent for Englehart Citrus Hauling, Inc. I am familiar with and accept the obligations of the position of registered agent, as defined in Chapter 607, Florida Statutes, and other applicable laws.

7-12-95
Date


Registered Agent

FILED
JUL 24 PM 3:57
CLERK OF DISTRICT COURT
ALABAMA
TALLAHASSEE, FLORIDA

P95000057079

CLEM, POLACKWICH, VOCELLE & TAYLOR JR
ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING
PROFESSIONAL ASSOCIATIONS:

CHESTER CLEM, P.A.
ALAN S. POLACKWICH, SR., P.A.
LOUIS B. VOCELLE, JR., P.A.
JAMES A. TAYLOR, III

PAUL R. BERG

ROBERT GOLDEN
OF COUNSEL

*BOARD CERTIFIED IN CIVIL TRIAL PRACTICE

SUITE 501

UNIVERSITY BUILDING

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TELEPHONE (561) 562-8111

FAX (561) 562-2870

BREVARD COUNTY OFFICE
304 EAST STRAWBRIDGE AVENUE
MELBOURNE, FLORIDA 32901
TELEPHONE (407) 725-3303

PLEASE REPLY TO
VERO BEACH

VIA PRIORITY MAIL DELIVERY

August 20, 1996

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

000001932540
-08/27/96--01060--007
*****35.00 *****35.00

RE: Englehart Citrus Hauling, Inc.

Dear Sirs/Ladies:

In regard to the above, please find enclosed an original set of amended Articles of Incorporation. Please file this document and return an acknowledgment to the undersigned as promptly as possible. This firm's check in the amount of \$35.00 is enclosed representing payment of the fee for this service.

Thank you for your attention to this matter.

Sincerely,

James A. Taylor, III

JAT:PAH
Encs. - check
22370

ST 9/3
VERO BEACH, FLORIDA
64-817 903/750
JUL 20 1996

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ENGLEHART CITRUS HAULING, INC.

WHEREAS, on June 10, 1996, by consent of the shareholders and directors without a meeting, a sufficient number of votes were cast to amend the Articles of Incorporation of Englehart Citrus Hauling, Inc.; and

WHEREAS, the shareholders and directors of Englehart Citrus Hauling, Inc. wish to execute these Articles of Amendment in order to file the same with the State of Florida, Department of State, Division of Corporations in accordance with law.

NOW THEREFORE, in accordance with the Articles of Incorporation and other governing documents of the corporation, the Articles of Incorporation are amended as follows:

Article I, is hereby modified and amended as follows:

Article I. The name of this corporation is
Indian River Citrus Brokerage and Hauling,
Inc.

-and-

Article II A, is hereby modified and amended as follows:

Article II A. To perform hauling services,
including fruit hauling services, and to per-
form citrus brokerage services.

Except as specifically amended above, the Articles of Incorporation shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the corporation has caused these Articles of Amendment to be executed on the date set forth below.

Signed, sealed, and delivered
in the presence of:

Paula Bartley
(name: PAULA BARTLEY)

James J. Hamilton
(name: JAMES J. HAMILTON)

Englehart Citrus Hauling, Inc.
now known as Indian River Citrus
Brokerage and Hauling, Inc.

By: Raymond Della Porta
RAYMOND DELLA PORTA,
President

Attest: Andrew G. Williams
ANDREW G. WILLIAMS
Secretary

STATE OF FLORIDA)
) ss:
COUNTY OF INDIAN RIVER)

I HEREBY CERTIFY that before me, a Notary Public, personally appeared Raymond Della Porta and Andrew W. Williams, as President and Secretary, respectively, of Englehart Citrus Hauling, Inc., now known as Indian River Citrus Brokerage Hauling, Inc., a Florida corporation, to me known to be the persons described in and who executed the foregoing instrument and who acknowledged before me that they executed the same for the purposes therein set forth for and on behalf of said corporation. I further state that (check one) _____ I have examined the current Florida driver's licenses of the aforesaid persons, or ☒ I am familiar with the identities of the aforesaid persons and have confirmed said persons' identities.

WITNESS my hand and official seal in the state and county last aforesaid this 14 day of August, 1996.

Paula Bartley
Notary Public, State of Florida
PAULA BARTLEY

My commission expires:

(Affix Seal)

