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LAW OFFICES

JOHN L. MANN

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JOHN L. MANN  
LISA H. FORT

MAILING ADDRESS:  
Post Office Box 2435  
LAKELAND, FLORIDA 33806-2435

August 24, 1995

Secretary of State  
Division of Corporations  
P.O. Box 5588  
Tallahassee, FL 32314

RECEIVED  
DIVISION OF CORPORATIONS  
AUG 29 1995  
TALLAHASSEE, FL 32314

Re: Florida Organic Citrus Growers, Inc.

Ladies and Gentlemen:

Enclosed please find our check no. 5599 in the amount of \$ 122.50 made payable to your order for filing the enclosed Articles of Incorporation for Florida Organic Citrus Growers, Inc.

Also enclosed is a copy of the Articles of Incorporation, to be certified and returned to our office in the stamped self-addressed envelope provided.

If you have any questions, please call. Thank you for your assistance.

Very truly,

*Jackie Hutchison*  
Jackie Hutchison  
Legal Assistant

enclosures (3)

1995 AUG 29 1995

ARTICLES OF INCORPORATION  
OF  
FLORIDA ORGANIC CITRUS GROWERS, INC.

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 007 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I  
Name and Address

The name of the Corporation shall be **FLORIDA ORGANIC CITRUS GROWERS, INC.** and its mailing address is P.O. Box 2435, Lakeland, Florida 33806.

ARTICLE II  
Purpose and Powers

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III  
Term of Existence

The Corporation shall have perpetual existence.

ARTICLE IV  
Capital Stock

The authorized capital stock of the Corporation shall be 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V  
Board of Directors

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of JOHN L. MANN, whose name and address is P.O. Box 2435, Lakeland, Florida 33806.

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI  
Bylaws

Section 1. The Board of Directors shall adopt Bylaws for the Corporation pursuant to §§007.0205 and 007.0206 *Florida Statutes* following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

ARTICLE VII  
Amendments

These Articles of Incorporation may be amended as set forth in the *Florida Statutes*, as amended from time to time.

ARTICLE VIII  
Registered Office and Agent

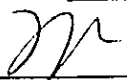
Section 1. The street address of the initial registered office of the Corporation shall be 105 South Florida Avenue, Lakeland, Florida 33801.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be JOHN L. MANN.

ARTICLE IX  
Incorporator

The Incorporator is JOHN L. MANN whose address is 105 South Florida Avenue, Lakeland, Florida 33801.

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 23 day of August, 1995.

  
\_\_\_\_\_  
JOHN L. MANN

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me on this the 23rd day of AUGUST, 1995 by JOHN L. MANN (who is personally known to me) or who has produced no identification and who did did not take an oath.

Jacqueline M. Hutchison  
Notary Public  
Jacqueline M. Hutchison  
(Print or Type Notary Name)  
Commission (Serial) Number: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

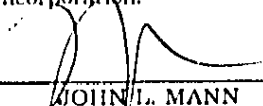
(SEAL)

JANUARY 1961  
JANUARY 1961  
JANUARY 1961

9-21-78

ACCEPTANCE

I hereby accept to act as Initial Registered Agent for **FLORIDA ORGANIC CITRUS GROWERS, INC.**, as stated in these Articles of Incorporation.

  
\_\_\_\_\_  
JOHN L. MANN