| - II - | 0006679 | |
|---|---|--|
| | equestor's Name | |
| | Address | |
| | I I | ~ <i>,</i> |
| 112112311 | /Zip Phone # | |
| City/State/ | 'Zip Phone # | Office Use Only |
| CONTONATION | NAME (S) & DOCUMENTALIST DED | |
| CORPORATION | NAME(S) & DOCUMENT NUMBER(| S), (II known): |
| | a de a the I recente | and the second s |
| <u>Σ, 73/17/7</u> (Corp | oration Name) (Document | *) |
| 2. | | |
| (Corp | oration Name) (Document | #) |
| 3. | oration Name) (Document | · 00 -51 |
| (Сотр | oration Name) (Document | " |
| 4. <u>(Corp.</u> | oration Name) (Document | #) |
| □ Walk in | Pick up time | Certified Copy |
| | | |
| | | Certificate of Status |
| Mail out | Will wait Photocopy | Certificate of Status |
| Mail out NEW FILINGS | AMENDMENTS | Certificate of Status |
| Mail out NEW FILINGS Profit | AMENDMENTS Amendment Resignation of R.A., Officer/ Director Change of Registered Agent | Certificate of Status (1CIN 6 10 000 Stringerd Copy) |
| NEW FILINGS Profit NonProfit | AMENDMENTS Amendment Resignation of R.A., Officer/ Director Change of Registered Agent | Certificate of Status (1CIN 6 10 000 Stringerd Copy) |
| NEW FILINGS Profit NonProfit Limited Liability | AMENDMENTS Amendment Resignation of R.A., Officer/ Director Change of Registered Agent | Certificate of Status (1CIN 6 10 000 Stringerd Copy) |
| NEW FILINGS Profit NonProfit Limited Liability Domestication Other | AMENDMENTS Amendment Resignation of R.A., Officer/ Director Change of Registered Agent | Certificate of Status (1CIN 6 10 000 Stringerd Copy) |
| Profit NonProfit Limited Liability Domestication | AMENDMENTS Amendment Resignation of R.A., Officer/ Director Change of Registered Agent | Certificate of Status (1CIN 6 10 000 Stringerd Copy) |
| NEW FILINGS Profit NonProfit Limited Liability Domestication Other | AMENDMENTS Amendment Resignation of R.A., Officer/ Director Change of Registered Agent | Certificate of Status (1CIN 6 10 000 Stringerd Copy) |
| NEW FILINGS Profit NonProfit Limited Liability Domestication Other OTHER FILINGS | AMENDMENTS Amendment Resignation of R.A., Officer/ Director Change of Registered Agent | Certificate of Status |
| NEW FILINGS Profit NonProfit Limited Liability Domestication Other OTHER FILINGS Annual Report | AMENDMENTS AMENDMENTS Amendment Resignation of R.A., Officer/ Director Change of Registered Agent Dissolution/Withdrawal Merger REGISTRATION QUALIFICATION | Certificate of Status (1CIN 6 10 000 Stringerd Copy) |
| Profit NonProfit Limited Liability Domestication Other OTHER FILINGS Annual Report Fictitious Name | AMENDMENTS AMENDMENTS Amendment Resignation of R.A., Officer/ Director Change of Registered Agent Dissolution/Withdrawal Merger REGISTRATION/ QUALIFICATION Foreign | Certificate of Status (1CIN 6 10 000 Stringerd Copy |
| Profit NonProfit Limited Liability Domestication Other OTHER FILINGS Annual Report Fictitious Name | AMENDMENTS AMENDMENTS Amendment Resignation of R.A., Officer/ Director Change of Registered Agent Dissolution/Withdrawal Merger REGISTRATION Foreign Limited Partnership | Certificate of Status (1CIN 6 10 000 Stringerd Copy) |

CR2E031(1/95)

B. BROWN AUG 2 9 1995

Examiner's Initials

ARTICLES OF INCORPORATION

OF

SUNSHINE AGRICULTURE INCORPORATED

ARTICLE I

The name of this corporation is SUNSHINE AGRICULTURE INCORPORATED (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is: c/o State Board of Administration, 1801 Hermitage Boulevard, Tallahassee, Florida 32308.

ARTICLE III

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE IV

The street address of the Corporation's initial registered office in the State of Florida is 1801 Hermitage Boulevard, Tallahassee, Florida 32308, and the name of its initial registered agent at such office is William Paul Beck.

ARTICLE V

The name of the Incorporator is William Paul Beck and the address of the Incorporator is 1801 Hermitage Boulevard, Tallahassee, Florida 32308.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least two directors, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two, and the names and addresses of the members of the initial

Board of Directors, who will serve as such as the Corporation's directors until successors are duly elected and qualified, are:

DOUGLAS W. BENNETT

1801 Hermitage Boulevard Tallahassee, Florida 32308

TODD A. MILLER

1801 Hermitage Boulevard Tallahassee, Florida 32308

ARTICLE VII

The exclusive purpose for which this Corporation is formed is to hold title to real property, collect income therefrom, and remit the entire amount thereof, less expenses, to the shareholders of this Corporation.

ARTICLE VIII

The only persons eligible to be a shareholder of this Corporation are those organizations described in Section 501(c)(25)(C) of the Internal Revenue Code of 1986, as amended (the "Code"). This Corporation shall have no more than 35 shareholders or beneficiaries at any time. Shareholders may sell or exchange their stock in this Corporation to any organization described in Section 501(c)(25)(C) of the Code, provided the sale does not result in an increase in the number of shareholders or beneficiaries above 35.

ARTICLE IX

The shareholders may dismiss the Corporation's investment advisor upon a vote of the shareholders holding a majority interest in this Corporation.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 28 day of August, 1995.

WILLIAM PAUL BECK - Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

The undersigned, having been named the Registered Agentual SUNSHINE AGRICULTURE INCORPORATED, hereby accepts such designation and is familiar with, and accepts the obligations of such position, as provided in Florida Statutes Sections 607.0501 and 607.0505.

William Paul Beck Registered Agent

DATED: August 28, 1995

P95000065662

Richard Gonzalez

Admitted in Florida Massachusetts

March 8, 1996

42C Lincoln Road Barnett Bank Building Suite 335 Miami Beach, FL 33139

Phone (365) 531-5200 Fax (305) 538-1586

Florida Department of State Division of Corporation Attn: Amendments PO Box 6327 Tallahassee, FL 33214

RE: PAMEN LIQUOR STORE NO. 3, INC./INCORPORATION

400001748704 -03/19/96--01037--017 *****35.00 *****35.00

Dear Sir/Madam:

On behalf of Pamen Liquor Store No. 3, Inc., a Florida corporation, enclosed please find the original amendment to the Articles of Incorporation of PAMEN LLIQUOR STORE NO. 3, INC., a Florida corporation, for filing.

In addition I have enclosed our firm check no. 2193 in the sum amount of \$35.00, to cover filing fees.

Sincerely.

Richard Gonzalez

RG/mtc

Enc.

Aniend

96 HAR 18 AH 9: 12
TALLAHASSEE FLORIDA

AMENDMENT TO ARTICLES OF INCORPORATION OF PAMEN LIQUOR STORE NO. 3, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment (s) adopted:

1. Article VI of the Articles of Incorporation of PAMEN LIQUOR STORE NO. 3, INC., a Florida corporation ("the Corporation") which was filed on fig 24,1995, 1995 is hereby amended as follows:

The Directors of the Corporation shall be:

PABLO MENDEZ Director

EMILIA MENDEZ Director

2. Article VII of the Articles of the Incorporation of the Corporation shall be hereby amended as follows:

The Officers of the corporation shall be:

PRESIDENT:

PABLO MENDEZ

VICE PRESIDENT:

EMILIA MENDEZ

SECRETARY:

EMILIA MENDEZ

TREASURER:

PABLO MENDEZ

3. Article IX of the Articles of Incorporation of the Corporation shall hereby be amended as follows:

| NAME | ADDRESS | SHARES |
|---------------|---|--------|
| PABLO MENDEZ | 6767 COLLINS AVE., #1102 MIAMI BEACH, FL 33141 | 50 |
| EMILIA MENDEZ | 6767 COLLINS AVE., #1102 MIAMI BEACH, FL 33141 | 50 |

Adoption of Amendments (s):

The Amendments were approved and adopted by all shareholders, and the number of votes cast for the amendments were sufficient for approval. The number of votes cast for the amendments were sufficient for approval by an unanimous vote.

IN WITNESS WHEREOF, the undersigned, as President/Treasurer, of the Corporation have executed these Articles of Amendment this 8 day of Man, 1996.

PABLO MENDEZ, PRESIDENT/TREASURER

STATE OF FLORIDA)

OUNTY OF DADE)

The foregoing instrument was acknowledged before me this stage of the corporation and on behalf of the Corporation and that he executed such Amendment of the Articles for the purpose therein stated. He personally appeared before me at the time of notarization and is personally known to me or has produced his found funds find as identification and did/did not take an oath.

NOTARY PUBLIC STATE OF FLORIDA By: // CHALD GONZALL

My commission expires:

RICHARD GONZALEZ

My Carrin Enp. 5/05/99

FUBLIS A Benerid By Scrice Ins

No. CC461595

Henorally Reeve RICE LD.

P95000066795

Sutherland, Asbill & Brennan

TEL (404) 853-8000 FAX (404) 853-8800 POR PEACHTREE STREET N.E. ATLANTA, GEORGIA 30309-3996 ATLANTA
AUSTIN
NEW YORK
WASHINGTON

WALTER T HENDERSON, UR DIRECT LINE (404) 853-8282

March 21, 1996

By U.S. Express Mail

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

Re: SUNSHINE AGRICULTURE INCORPORATED

000001757760 -03/26/96--01108--002 +****35.00 *****35.00

Dear Bobbie:

As we discussed a few days ago, the enclosed documents are being filed to (1) dissolve an existing business corporation, Sunshine Agriculture Incorporated, and (2) incorporate a new notfor-profit corporation named Sunshine Agriculture Incorporated. Specifically, the enclosed documents are:

Articles of Dissolution for the existing corporation;

- 2. Affidavits from the directors of the existing corporation releasing the name "Sunshine Agriculture Incorporated" so that it can be used by the not-for-profit corporation; and
- 3. An original and one copy of articles of incorporation for a not-for-profit corporation named "Sunshine Agriculture Incorporated."

I have enclosed the \$35.00 filing fee for the articles of dissolution. In addition, I have enclosed a check for \$131.25 to cover the cost of filing the articles of incorporation for the new entity, a certified copy of the articles of incorporation, and a status letter. I would greatly appreciate it if you could also fax the status letter to me once it is issued.

Please let me know if you have any questions, and thank you again for your help.

Sincerely

Walter T. Henderson, Jr.

Enclosures

ph3/25

ARTICLES OF DISSOLUTION FOR SUNSHINE AGRICULTURE INCORPORATED

Pursuant to the written consent of the Board of Directors of Sunshine Agriculture Incorporated (the "Corporation") dated March 20, 1996, the Corporation is hereby voluntarily dissolved. The information required by F.S. section 607.1401 is set forth below:

- The name of the Corporation is "Sunshine Agriculture Incorporated";
- (2) The Articles of Incorporation for the Corporation were filed on August 29, 1995;
 - (3) The Corporation has not commenced business;
 - (4) No debt of the Corporation remains unpaid;
- (5) The net assets of the Corporation remaining after winding up, if any, have been distributed to the shareholders; and
- The majority of the directors have authorized the dissolution.

Effective this $\frac{3v}{2v}$ day of March, 1996.

Douglas W. Bennett, Director