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ACCOUNT NO. : 072100000032  
REFERENCE : 886544 5011226  
AUTHORIZATION : Patricia Pyzdek  
COST LIMIT : \$ 175.00

EFFECTIVE DATE  
3/19/96

FILED  
96 MAR 19 PM 3 40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : March 19, 1996

ORDER TIME : 10:21 AM

ORDER NO. : 886544

CUSTOMER NO: 5011226

500001749476

CUSTOMER: Pamela O. Price, Esq  
Gray Harris & Robinson  
S.e. Bank Building, Suite 1200  
201 E. Pine Street  
Orlando, FL 32801

DOMESTIC AMENDMENT FILING

NAME: SILVER SPRINGS CITRUS  
COOPERATIVE

ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY (2 certified copies)  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: Sp

3/19/96

Articles of Inc.  
Conversion to a Profit



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

March 20, 1996

CSC Networks, Inc.  
Attn: Daniel W. Leggett  
Tallahassee, FL

SUBJECT: SILVER SPRINGS CITRUS COOPERATIVE  
Ref. Number: 790934

We have received your document for SILVER SPRINGS CITRUS COOPERATIVE and the authorization to debit your account in the amount of \$140.00. However, the document has not been filed and is being returned for the following:

The fee to file this document and obtain 2 certified copies is \$175.(\$35 new articles, \$35 registered agent \$52.50 for each certified copy. Authorization is only for \$140.

Pursuant to section 618.221, Florida Statutes, Articles of Incorporation should be submitted, not Amended and Restated Articles. Please remove reference to Amended and Restated Articles. Also, the articles of Incorporation should be signed by the directors in office before conversion. If the person signing is the only director, please so indicate.

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) 487-6901.

Susan Payne  
Senior Corporate Section Administrator

Letter Number: 596A00012678

ARTICLES OF INCORPORATION  
OF  
SILVER SPRINGS CITRUS, INC.

EFFECTIVE DATE

3/18/96

FILED

96 MAR 19 PM 3:40

SECRETARY OF STATE

THE UNDERSIGNED, Terry W. Simmers, President of ~~SILVER SPRINGS CITRUS~~  
COOPERATIVE, a nonprofit agricultural cooperative marketing association (the  
"Association"), for and on behalf of the Association hereby executes these Articles of Incorporation of the Association as adopted by the Joint Written Action of the Shareholders and Board of Directors on March 18, 1996.

W I T N E S S E T H:

WHEREAS, the Shareholders and Board of Directors of the Association have, pursuant to Florida Statutes Section 618.221, by unanimous vote elected to bring the Association under the provisions of Florida Statutes Chapter 607, as a corporation for profit;

WHEREAS, pursuant to Florida Statutes Section 618.221, the Shareholders and Board of Directors have agreed to surrender all right to carry on the business of the Association under Florida Statutes Chapter 618, and the privileges and immunities incident thereto;

WHEREAS, it is the intent of the Shareholders and Board of Directors that these Articles of Incorporation shall adequately protect and preserve the relative rights of the Member-Shareholders of the Association so converting the Association into this Corporation for profit;

WHEREAS, it is the intent of the Shareholders and Board of Directors that no rights or obligations due any Member-Shareholders of the Association or any other person, firm or corporation, which have not been waived or satisfied, shall be impaired by the conversion of

the Association into a corporation for profit as provided in Florida Statutes Section 618.221;  
and

WHEREAS, in order to comply with the provisions of Florida Statutes Section 607.0401, the name of the corporation for profit to be organized hereunder shall be "SILVER SPRINGS CITRUS, INC."

NOW, THEREFORE, BE IT RESOLVED, that effective March 18, 1996, the following shall constitute the Articles of Incorporation of SILVER SPRINGS CITRUS, INC.:

ARTICLE I - NAME

The name of this Corporation is SILVER SPRINGS CITRUS, INC.

ARTICLE II - ADDRESS

The mailing address of the Corporation is Post Office Box 155, Howey-in-the-Hills, Florida 34737-0155.

ARTICLE III - DURATION

This Corporation shall exist perpetually beginning effective March 18, 1996.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue Two Hundred Eighty-One Thousand (281,000) shares of redeemable preferred voting stock with a par value of One Cent (\$0.01) per share; Two Hundred Eighty-One Thousand Two Hundred Twenty-Five (281,225) Shares of Class A voting common stock with a par value of One Cent (\$0.01) per share; and Forty-One (41)

Shares of Class B nonvoting common stock with a par value of Five Thousand and No/100 Dollars (\$5,000.00) per share.

The holders of the Class A voting common stock and the redeemable preferred voting stock shall be entitled to one (1) vote per share on each matter submitted to a vote at a meeting of the shareholders. The holders of the Class B nonvoting common stock shall have no voting rights. Other than the disparity in voting, liquidation and redemption rights described above and below, the Class A voting common stock, the Class B nonvoting common stock, and the redeemable preferred voting stock shall be identical in every respect.

#### **Liquidation**

In the event of the liquidation, dissolution or winding up of this Corporation, the holders of the redeemable preferred voting stock shall be entitled, after the debts of the Corporation shall have been paid, to receive, out of the assets remaining, Seventeen and 80/100 Dollars (\$17.80) per share, together with all accrued dividends on the redeemable preferred voting stock, before any payment is made or assets set apart for payment to the holders of the common stock. If the assets remaining after payment of the corporate debts be insufficient to pay the full amount as hereinabove provided, such assets as remain shall be divided among the holders of the redeemable preferred voting stock on a pro rata basis in proportion to the total number of shares of outstanding redeemable preferred voting stock. If there are assets remaining after payment of the debts of the Corporation and the full amount as hereinabove provided, then, upon the liquidation, dissolution or winding up of this Corporation in any manner and after payment of all outstanding indebtedness of the

Corporation and the full amount as hereinabove provided, all outstanding common stock shall be ratably retired on a pro rata basis.

### **Redemption**

This Corporation may not redeem the whole or any part of the outstanding redeemable preferred voting stock for a period of five (5) years from the date of the adoption of these Articles of Incorporation except in connection with the dissolution, liquidation or winding up of this Corporation.

This Corporation, after the expiration of such five (5) year period, may redeem all or part of the outstanding redeemable preferred voting stock, upon action of the Board of Directors, by paying to the holders thereof Seventeen and 80/100 Dollars (\$17.80) for each share thereof, together with the sum equivalent to all unpaid dividends accrued thereon.

### **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be:

201 East Pine Street, Suite 1200  
Orlando, Florida 32801

The name of the initial registered agent of this Corporation at that address shall be:

Charles W. Sell

### **ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS**

A. This Corporation shall have nine (9) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1).

B. The names and addresses of the initial directors and officers of this Corporation are as follows:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Seni Fujita	25411 Mare Avenue Howey-in-the-Hills, FL 34737	Director/Chairman
Yoshimi Takai	25411 Mare Avenue Howey-in-the-Hills, FL 34737	Director/Chief Executive Officer
Yuji Noda	25411 Mare Avenue Howey-in-the-Hills, FL 34737	Director
Kolchi Kawai	25411 Mare Avenue Howey-in-the-Hills, FL 34737	Director/Vice President/Secretary/ Chief Financial Officer
William J. Wiener	25411 Mare Avenue Howey-in-the-Hills, FL 34737	Director
John N. Rees	25411 Mare Avenue Howey-in-the-Hills, FL 34737	Director/Treasurer
Bill Youngblood	25411 Mare Avenue Howey-in-the-Hills, FL 34737	Director
Hirohisa Shuyama	25411 Mare Avenue Howey-in-the-Hills, FL 34737	Director
Terry W. Simmers	25411 Mare Avenue Howey-in-the-Hills, FL 34737	Director/President/ Chief Operating Officer

#### ARTICLE VIII - INCORPORATOR

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

Name

Address

Terry W. Simmers

25411 Marc Avenue  
Howey-in-the-Hills, FL 34737

#### ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE XI - OBLIGATIONS OF SILVER SPRINGS CITRUS COOPERATIVE

No rights or obligations due any stockholder or member of Silver Springs Citrus Cooperative or any other person, firm or corporation shall be impaired by the conversion of the Corporation into a for profit corporation as accomplished herein. The signatures of the then members of the Board of Directors of the Association as required by Florida Statute Section 618.221 to these Articles of Incorporation are attached hereto and incorporated herein by reference as Exhibit "A" in the form of the Joint Written Action of the then Board of Directors and Shareholders dated March 18, 1996, adopting these Articles of Incorporation.



IN WITNESS WHEREOF, the undersigned, Terry W. Simmers, President of the Corporation, has hereunto set his hand this 18th day of March, 1996.

  
Terry W. Simmers, President

STATE OF FLORIDA  
COUNTY OF SEMINOLE


The foregoing instrument was acknowledged before me this 18th day of March, 1996, by Terry W. Simmers, as President of SILVER SPRINGS CITRUS, INC., a nonprofit agricultural cooperative marketing association, on behalf of the Association.



PAUL S. QUINN JR.  
My Commission CC474888  
Expires Jul. 22, 1999  
Bonded by HAI  
800-422-1888

AFFIX NOTARY STAMP

  
Signature of Notary Public

  
(Print Notary Name)

My Commission Expires: \_\_\_\_\_

Commission No.: \_\_\_\_\_

☒ Personally known, or  
☐ Produced Identification  
Type of Identification Produced: \_\_\_\_\_

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of SILVER SPRINGS CITRUS COOPERATIVE, I hereby accept and agree to act in this capacity.

  
\_\_\_\_\_  
Charles W. Sell

EXHIBIT "A"

SILVER SPRINGS CITRUS COOPERATIVE

SHAREHOLDERS AND DIRECTORS  
JOINT ACTION BY UNANIMOUS  
WRITTEN CONSENT

Pursuant to the authority of Sections 618.221, 607.0704 and 607.0821 of the Florida Statutes, the undersigned, being all of the Shareholders and all of the Directors of SILVER SPRINGS CITRUS COOPERATIVE, a nonprofit agricultural cooperative marketing association (the "Association"), do hereby affirmatively vote for, consent to, adopt and approve the following resolutions:

WHEREAS, all of the Shareholders and all of the members of the Board of Directors of the Association, pursuant to Florida Statutes Section 618.221, have by unanimous vote elected to bring the Association under the provisions of Florida Statutes Chapter 607, as a corporation for profit; and

WHEREAS, pursuant to Florida Statutes Section 618.221, all of the Shareholders have agreed to surrender all right to carry on the business of the Association under Florida Statutes Chapter 618, and the privileges and immunities incident thereto.

NOW, THEREFORE,

BE IT RESOLVED, that the Articles of Incorporation of the Association, a copy of which is attached hereto, be, and they hereby are, approved and adopted as the Articles of Incorporation of the Corporation to be effective as of March 18, 1996.

FURTHER RESOLVED, that the name of the for profit corporation shall be SILVER SPRINGS CITRUS, INC. (the "Corporation").

FURTHER RESOLVED, that the President is hereby authorized to execute the Articles of Incorporation on behalf of the Association and to submit the same to the Florida Department of State for filing.

FURTHER RESOLVED, that the By-Laws of the Association, a copy of which is attached hereto, be, and they hereby are, approved and adopted as the By-Laws of the Corporation to be effective as of the date of this Written Consent.

FURTHER RESOLVED, that the Directors have executed a Statement in the form attached hereto, pursuant to Florida Statutes Section 618.221, affirming that the Association, by a unanimous vote of its Shareholders, has decided to surrender all rights, powers and privileges as a nonprofit cooperative marketing association under Florida Statutes Chapter 618, and to do business under and be bound by the provisions of Florida Statutes Chapter 607, as a corporation for profit and has authorized all changes accordingly.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands, in the separate capacities indicated, this 18th day of March, 1996.

**SHAREHOLDERS:**

TCF AMERICA, INC.

By: Yoshimi Takai, President

TCF INTERNATIONAL, INC.

By: Yoshimi Takai, President

TCF SOUTHEAST, INC.

By: Yoshimi Takai, President

SILVER SPRINGS CITRUS COOPERATIVE

By: Terry W. Summers  
Terry W. Summers, President

DIRECTORS:

Senji Fujita

Yuji Noda

William J. Wiener

Bill Youhgblood

Terry W. Summers  
Terry W. Summers

Yoshimi Takai

Koichi Kawai

John N. Reeb

Hirohisa Shuyama

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SILVER SPRINGS CITRUS COOPERATIVE

By: Terry W. Simmers  
Terry W. Simmers, President

DIRECTORS:

Senji Fujita, Chairman

Yoshimi Takai

Yuji Noda

Koichi Kawai

William J. Wiener

John N. Rees

Bill Youngblood

Hirohisa Shuyama

Terry W. Simmers

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SILVER SPRINGS CITRUS COOPERATIVE

By: Terry W. Simmers  
Terry W. Simmers, President

DIRECTORS:

Senji Fujita, Chairman

Yoshimi Takai

Yuji Noda

Kiichi Kawai

William J. Wiener

John N. Rees

Bill Youngblood

Hirohisa Shuyama

Terry W. Simmers

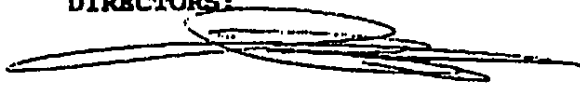
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**STATEMENT OF DIRECTORS REQUIRED BY  
FLORIDA STATUTES, SECTION 618.221**

We, the undersigned, being all of the Directors of SILVER SPRINGS CITRUS COOPERATIVE, a nonprofit agricultural cooperative marketing association (the "Association"), do hereby solemnly swear on this the 18th day of March, 1996 that the Association has, by a unanimous vote of all of the Shareholders, decided to surrender all rights, powers, and privileges as a nonprofit cooperative marketing association under Florida Statutes, Chapter 618 and to do business under and be bound by the provisions of Florida Statutes, Chapter 607, as a corporation for profit and have authorized all changes accordingly.

**DIRECTORS:**

  
Senji Fujita,

  
Yoshimi Takai

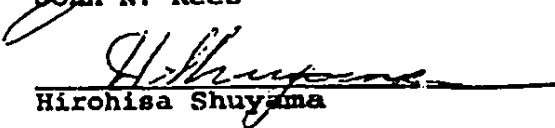
  
Yuji Noda

  
Koichi Kawai

  
William J. Wiener

  
John N. Rees

  
Bill Youngblood

  
Hirohisa Shuyama

  
Terry W. Gimmers

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