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May 10, 1996

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

800001822853  
-05/15/96--01086--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Tropical Citrus Sections, Inc.

Gentlemen:

Please find enclosed the original and one copy of Articles of Incorporation for the above Corporation, together with check in the amount of \$70.00 to cover the following fees:

Filing Fee	\$ 35.00
Registered Agent Designation	35.00

Please return the enclosed copy of the Articles stamped with the filing date along with your letter acknowledging receipt of same.

Thank you for your time and consideration.

Sincerely,

David F. Albrecht

dmt  
enclosures  
cc: Richard L. Kirkland

MAY 21 1996

BSB

96 MAY 14 PM 2:52  
RECEIVED  
TALLAHASSEE, FLORIDA  
STATE

**ARTICLES OF INCORPORATION OF  
TROPICAL CITRUS SECTIONS, INC.**

FILED  
96 MAY 14 PM 2:52  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporations Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation shall be: **TROPICAL CITRUS SECTIONS, INC.**, hereinafter referred to as the "Corporation".

**ARTICLE II**

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III**

This Corporation shall have all such powers as may be permissible to corporations under the laws of the State of Florida, and all powers necessary or desirable to accomplish the purposes and business of the Corporation as set forth in Article II.

**ARTICLE IV**

This Corporation has the authority to issue three thousand shares of common stock with a par value of One Dollar (\$1.00) per share.

**ARTICLE V**

This Corporation is to exist perpetually.

**ARTICLE VI**

The initial street address of the principal office of this Corporation in the State of Florida is: 6990 45th Street, Vero Beach, Florida 32967. The Board of Directors may from time to

time move the principal office to any other address within the State of Florida.

#### **ARTICLE VII**

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws. The date of the annual meeting shall be fixed by the Bylaws.

#### **ARTICLE VIII**

The name and street address of the initial member of the first Board of Directors are:

RICHARD L. KIRKLAND      6990 45th Street  
Vero Beach, Florida 32967

This Director shall hold office until the first annual meeting or until his successors are elected or appointed and qualified as provided in the Bylaws. Directors shall hereafter be elected by the shareholders.

#### **ARTICLE IX**

The names and addresses of the initial officers of this Corporation, who shall hold office for the first year or until their successors are chosen, elected or appointed, and qualified as provided in the Bylaws are as follows:

President                      RICHARD L. KIRKLAND  
6990 45th Street  
Vero Beach, Florida 32967

The officers shall hereafter be elected by the Directors.

#### **ARTICLE X**

Unless otherwise provided in the Bylaws, every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. The Bylaws may provide that every stockholder is not to have the right to so purchase. The Bylaws may provide for cumulative voting for Directors and may make provisions governing the issuance of stock certificates to replace lost or destroyed certificates. Provided further, the stockholders of this Corporation may enter into such stockholders and trustees agreements as they may see fit, whereby such stockholders may limit their voting rights by virtue of such agreements.

#### **ARTICLE XI**


These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation may be made.

#### **ARTICLE XII**

The registered agent for service of process within the State of Florida shall be:

RICHARD L. KIRKLAND  
6990 45th Street  
Vero Beach, Florida 32967

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 9<sup>th</sup> day of May, 1996.

  
Richard L. Kirkland  
Incorporator/Subscriber

**ACCEPTANCE BY REGISTERED AGENT**

I am familiar with, and hereby accept, the duties and responsibilities of Registered Agent for TROPICAL CITRUS SECTIONS, INC.

  
Richard L. Kirkland

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

BEFORE ME, a Notary Public in and for the State of Florida, duly qualified to take acknowledgments, personally appeared RICHARD L. KIRKLAND, who furnished a Florida Driver's License as identification, known to me to be the person who executed the foregoing Articles of Incorporation for TROPICAL CITRUS SECTIONS, INC., and he acknowledged that he executed the same for the purposes therein set forth.

WITNESS my hand and official seal at Vero Beach, Indian River County, Florida, this 9<sup>th</sup> day of May, 1996.

  
Notary Public

