

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Mailor No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

REQUEST TAKEN CONFIRMED APPROVED

DATE 9/25

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY \_\_\_\_\_

WALK-IN Will Pick Up 9:00 WALK AB 9/25

RE: Manning Citrus, Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
( ) Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
O U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		

SUBTOTALS

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

96 SEP 23 AM 11:06 SEP 25 AM 9:33  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
 DIVISION OF CORPORATIONS

FILED - RECEIVED

**ARTICLES OF INCORPORATION  
OF  
MANNING CITRUS, INC.**

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FILED  
96 SEP 25 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation shall be MANNING CITRUS, INC.

**ARTICLE II**

The duration of the Corporation is perpetual.

**ARTICLE III**

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE IV**

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 7500 shares and shall have a par value of \$1.00 per share. All such shares shall be of a single class, designated as common.

**ARTICLE V**

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

## ARTICLE VI

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

## ARTICLE VII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

## ARTICLE VIII

The Bylaws of the corporation may be amended by majority vote of either the directors or the shareholders, but all alterations, amendments and repeals of the Bylaws which affect the rights or obligations of the shareholders must be approved by a majority of the shareholders.

#### ARTICLE IX

The number of directors of the corporation shall be fixed by the Bylaws of the corporation. The initial board of directors shall consist of one (1) director whose name and address is as follows:

ERNEST R. MANNING  
40 East 8th Street  
Frostproof, Florida 33843

#### ARTICLE X

The initial registered agent of the corporation is ERNEST R. MANNING. The street address of the corporation's initial registered office is 40 East 8th Street, Frostproof, Florida 33843.

#### ARTICLE XI

The principal place of business and mailing address shall be: 40 East 8th Street, Frostproof, Florida.

#### ARTICLE XII

The name and address of the incorporator to these Articles of Incorporation is:

ERNEST R. MANNING  
40 East 8th Street  
Frostproof, Florida 33843

The undersigned incorporator has executed these Articles of Incorporation this 23rd day of September 1996.

  
ERNEST R. MANNING, Incorporator

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 23rd day of September

1996, by ERNEST R. MANNING, ☒ who is personally known to me or ☐ who has produced \_\_\_\_\_ as identification.

  
Notary Public/State of Florida at Large

My Commission Expires:

(SEAL)

BRENDA J. KAVELAK  
Notary Public, State of Florida  
My comm. expires May 11, 1998  
Comm. No. 06871818

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of MANNING CITRUS, INC., which is contained in the foregoing Articles of Incorporation,

DATED this 23<sup>rd</sup> day of September, 1996.

  
ERNEST R. MANNING, Registered Agent

C:\OFFICE\WP\TM\WPDOC\B\K\CLIENTE\MANNING CITRUS\ART OF INC 9 September 19, 1996

FILED  
96 SEP 25 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA