

# PAC00083022

TRANSMITTAL LETTER

400001959034  
-09/27/96--01044--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Department of State

Division of Corporations

P. O. Box 6327

Tallahassee, FL 32314

SUBJECT K. D. FARMS, INC.  
(Proposed Corporate Name)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$ 70.00.

FROM: James N. Tyler, M.B.A.  
301 N. Parrott Avenue  
P.O. Box 3191  
Okeechobee, Fl. 34973

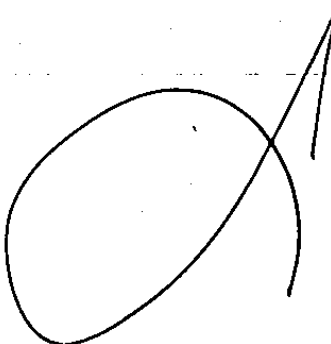
Telephone 941-467-4200

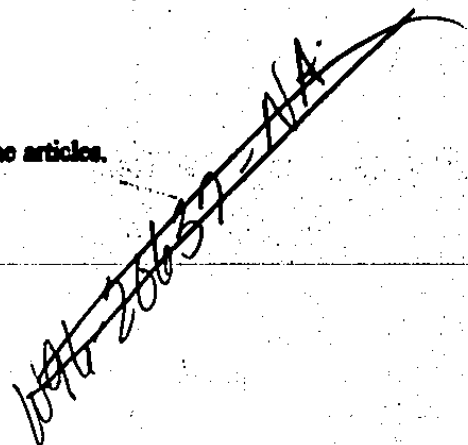
NOTE: Please provide the original and one copy of the articles.

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

95 OCT -7 PM 4:17

FILED

  
10/18

  
10/18 200637-11A



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

September 30, 1996

**JAMES N TYLER, MBA**  
301 N PARROTT AVE.  
P.O. BOX 3191  
OKEECHOBEE, FL 34973

**SUBJECT: K.D. FARMS, INC.**  
Ref. Number: W96000020637

We have received your document for K.D. FARMS, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 096A00044763

FILED  
96 OCT -7 PM 4:17  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

of

K. J. FARMS, INC.

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A  
CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, DO  
HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I

THE NAME OF THE CORPORATION IS:

K. J. FARMS, INC.

ARTICLE II

THE DURATION OF THE CORPORATON IS PERPETUAL.

ARTICLE III

THE GENERAL PURPOSES FOR WHICH THE CORPORATION IS  
ORGANIZED ARE:

1.) TO SUCH EXTEND AS A CORPORATION ORGANIZED UNDER THE  
BUSINESS CORPORATION LAW OF THIS STATE MAY NOW OR HEREAFTER  
LAWFULLY DO, TO DO, EITHER AS PRINCIPAL OR AGENT AND EITHER  
ALONE OR IN CONNECTION WITH OTHER CORPORATIONS, FIRMS, OR  
INDIVIDUALS ALL AND EVERYTHING NECESSARY, SUITABLE,  
CONVENIENT, OR PROPER FOR, OR IN CONNECTION WITH, OR INCIDENT  
TO, THE ACCOMPLISHMENT OF ANY OF THE ATTAINMENT OF ANY MORE  
OF THE OBJECTS HEREIN ENUMERATED, OR DESIGNED DIRECTLY OR  
INDIRECTLY TO PROMOTE THE INTERESTS OF THIS CORPORATION OR TO  
ENHANCE THE VALUE OF ITS PROPERTIES; AND IN GENERAL TO DO  
ANY AND ALL THINGS AND EXERCISE ANY AND ALL POWERS, RIGHTS,  
AND PRIVILIGES WHICH A CORPORATION MAY NOW OR HEREAFTER BE  
ORGANIZED TO DO OR TO EXERCISE UNDER THE BUSINESS CORPORATION  
LAW OF THIS STATE OR UNDER ANY ACT AMENDATORY THEREOF,  
SUPPLEMENTAL THERETO, OR SUBSTITUED THEREFORE.

2.) TO DO SUCH THINGS THAT ARE INCIDENTAL TO THE

FOREGOING OR NECESSARY OR DESIRABLE IN ORDER TO ACCOMPLISH THE FOREGOING.

#### ARTICLE IV

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION IS AUTHORIZED TO ISSUE IS FIVE HUNDRED (500). SUCH SHARES SHALL BE OF A SINGLE CLASS, AND SHALL HAVE \$1.00 PAR VALUE.

EVERY SHAREHOLDER, UPON SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION, 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 CORPORATION IS AUTHORIZED TO ISSUE ONLY ONE CLASS OF STOCK, AND ALL ISSUED STOCK SHALL BE HELD OF RECORD BY NOT MORE THAN THIRTY-FIVE (35) PERSONS. STOCK SHALL BE ISSUED AND TRANSFERABLE ONLY TO NATURAL PERSONS WHO ARE NOT NONRESIDENT ALIENS.

#### ARTICLE V

THE ADDRESS OF THE INITIAL REGISTERED OFFICE IS:  
301 N. PARROTT AVE. P.O. BOX 3191, OKEECHOBEE, FL. 34973  
THE NAME OF ITS INITIAL RESIDENT AGENT IS: JAMES N. TYLER. THE CORPORATION OPERATING ADDRESS IS:  
1400 N.E. 64TH AVENUE, OKEECHOBEE, FL. 34974

#### ARTICLE VI

THE SOLE DIRECTOR CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS ONE (1).

JAMES N. TYLER,  
301 N. PARROTT AVE.  
P.O. BOX 3191  
OKEECHOBEE, FL. 34973

#### ARTICLE VII

DIRECTORS - REMOVAL BY STOCKHOLDERS. THE STOCKHOLDERS SHALL HAVE THE RIGHT AT ANY REGULAR MEETING, OR AT ANY SPECIAL MEETING CALLED FOR SUCH PURPOSE, TO REMOVE ANY DIRECTOR OF THE CORPORATION WITH OR WITHOUT CAUSE.

#### ARTICLE VIII

DIRECTORS - INDEMNIFICATION. THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR TO THE FULL EXTENT PERMITTED BY LAW.

#### ARTICLE IX

STOCKHOLDERS - MEETING. THE PRESENCE, AT ANY STOCKHOLDER'S MEETING, IN PERSON OR BY PROXY, OF PERSONS ENTITLED TO VOTE ALL OF THE SHARES OF THE CORPORATION THEN ISSUED AND OUTSTANDING SHALL CONSTITUTE A QUORUM FOR THE TRANSACTION OF BUSINESS.

THE AFFIRMATIVE VOTE OF THE OUTSTANDING SHARES OF THE CORPORATION SHALL BE CONSIDERED THE ACT OF THE STOCKHOLDERS.

ARTICLE X

DIRECTORS - MEETINGS. ALL OF THE AUTHORIZED NUMBER OF DIRECTORS SHALL CONSTITUTE A QUORUM OF THE BOARD OF DIRECTORS FOR THE TRANSACTION OF BUSINESS.

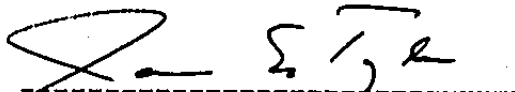
THE CONSENT OF ALL OF THE DIRECTORS SHALL BE REQUIRED TO CONSTITUTE ANY ACT OR DECISION OF THE BOARD OF DIRECTORS.

ARTICLE X1

THE NAME AND THE ADDRESS OF THE INCORPORATOR IS:

JAMES N. TYLER  
301 N. PARROTT AVENUE  
P.O. BOX 3191  
OKEECHOBEE, FL. 34973

ON THIS 7th EXECUTED BY THE UNDERSIGNED AT OKEECHOBEE, FLORIDA  
OF October 1996.

  
JAMES N. TYLER

STATE OF FLORIDA  
COUNTY OF OKEECHOBEE;

BEFORE ME THE UNDERSIGNED AUTHORITY AUTHORIZED TO  
ADMINISTER OATHS AND TAKE ACKNOWLEDGEMENTS PERSONALLY  
APPEARED JAMES N. TYLER, ON THE 4<sup>th</sup> DAY OF  
October 1996, AND WHO AFTER BEING DULY CAUTIONED  
AND SWORN DEPOSED AND STATED THAT THEY EXECUTED THE SAME  
FOR THE PURPOSE EXPRESSED THEREIN.

SWORN TO AND SUBSCRIBED BEFORE ME THIS 4<sup>th</sup>  
DAY OF October, 1996.

**BETTE P. MOORE**  
Notary Public, State of Florida  
My comm. expires July 8, 1998  
Comm. No. CC 390204

*Bette P. Moore*  
NOTARY PUBLIC

96 OCT -7 PM 4:17  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

CONSENT OF RESIDENT AGENT TO ACCEPT SERVICE

JAMES N. TYLER, HEREBY AGREES TO BE THE RESIDENT  
AGENT FOR K. J. FARM, INC.  
AND FURTHER HEREBY AGREES TO ACCEPT ANY AND ALL  
CORRESPONDENCE DIRECTED TO SAID CORPORATION ADDRESSED TO  
THE REGISTERED OFFICE AT:

301 N. PARROTT AVENUE  
P.O. BOX 3191  
OKEECHOBEE, FL. 34973

*James N. Tyler*  
JAMES N. TYLER