

P97000037468

LAW OFFICE
FROST, O'TOOLE & SAUNDERS
PROFESSIONAL ASSOCIATION



395 South Central Avenue
Bartow, Florida 33830

ROBERT J. ARANDA
RICHARD "RICK" DANTZLER
CONNIE C. DURRENCE
JOHN W. FROST II*
NEAL L. O'TOOLE*
THOMAS C. SAUNDERS*
MARK A. SESSUMS
JOHN MARC TAMAYO

* Board Certified Civil Trial Lawyer
* Board Certified Business Litigation Lawyer

Post Office Box 2188
Bartow, Florida 33831-2188

Telephone: 941-533-0314
Telecopier: 941-533-8985
Toll Free: 800-533-0967

April 22, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
4-23-97

400002154744--9
-04/25/97--01025--014
****122.50 ****122.50

Re: **Haines City Farmers Market, Inc.**
Our File No. 4559-1

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation to be filed for Haines City Farmers Market, Inc. I am enclosing my check in the amount of \$122.50 to cover the cost of filing as well as the cost of a certified copy. Please return the certified copy in the self-addressed, stamped envelope at your earliest convenience.

If additional monies are required or if you should have any questions or concerns, please don't hesitate to give me a call collect at the above-referenced phone number.

Sincerely,

FROST, O'TOOLE & SAUNDERS, P.A.


Neal L. O'Toole

NLO/ka
Enclosures
cc: Mr. William Stalnaker

FILED
97 APR 25 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. FROSTEN APR 28 1997

EFFECTIVE DATE

4-23-97

**ARTICLES OF INCORPORATION
OF
HAINES CITY FARMERS MARKET, INC.**

**FILED
ORIGINAL**

97 APR 25 AM 11:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME AND ADDRESS

The name of the Corporation is: HAINES CITY FARMERS MARKET, INC.
The principal office of the corporation is 4001 U.S. Highway 27, Haines City, Florida 33844, and the mailing address of the corporation is the same.

ARTICLE II - DURATION

The duration of the corporation is perpetual.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV - SHARES

The aggregate number of shares which the Corporation is authorized to issue is 100 shares of common stock. Such shares shall be of a single class and shall have a par value of \$5.00 per share.

FILED
97 APR 25 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 395 South Central Avenue, Bartow, FL, 33830, and the name of its initial Registered Agent is Neal L. O'Toole.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be either increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Director of the Corporation is as follows:

Julie L. Stalnaker - President, Treasurer & Director
38 Spring Lane
Haines City, FL 33844

Judy L. Kaiser - Vice President, Secretary & Director
7225 Lake Lewy Road
Haines City, FL 33844

Parley R. Blackwelder - Director
9 Lakeview Drive
Haines City, FL 33844

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator is as follows:

Neal L. O'Toole
395 South Central Avenue
Bartow, FL 33830

ARTICLE VIII - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law, including but not limited to Florida Statutes Section 607.0850.

ARTICLE X - PRE-EMPTIVE RIGHTS

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 or 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; and

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.

ARTICLE XI - SHARE TRANSFER RESTRICTIONS

Shares of the Corporation shall be issued to the following entity in the following amounts upon payment of the consideration determined by the Board of Directors.

SHAREHOLDER	NUMBER OF SHARES
Julie L. Stalnaker	100

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

ARTICLE XII - BYLAWS

The power to adopt, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation, except that if they are not filed by the Florida

Department of State within five (5) business days after that date, then corporate existence shall commence upon filing by the Department of State.

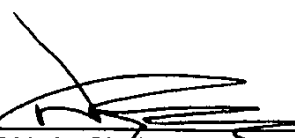
ARTICLE XIV - VOTING OF SHARES

Directors shall be elected by a majority of the votes at a meeting at which a quorum is present. All shareholders shall be entitled to cumulate their votes for directors. Each shareholder is entitled to multiply the number of votes it is entitled to cast by the number of directors for whom it is entitled to vote and cast the product for a single candidate or distribute the product among two or more candidates.

ARTICLE XV **QUORUM REQUIREMENTS FOR SHAREHOLDERS MEETING**

A quorum of shareholders shall consist of 100% of the shares entitled to vote at a meeting of shareholders.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 23rd day of April, 1997.


NEAL L. O'TOOLE


STATE OF FLORIDA
COUNTY OF POLK

Before me personally appeared NEAL L. O'TOOLE, to me well known and personally known to me to be the person described herein who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 23rd day of April, 1997.

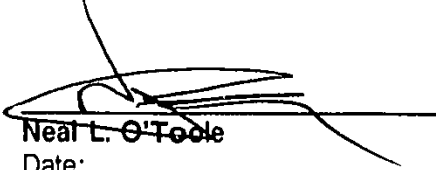


KATHERINE E. ARNOLD
My Commission CC465250
Expires Jun. 23, 1999
Bonded by ANG
800-852-6878


Katherine E. Arnold
Notary Public, State of Florida

**ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Neal L. O'Toole
Date:

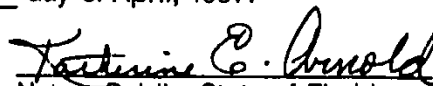
STATE OF FLORIDA
COUNTY OF POLK

Before me personally appeared Neal L. O'Toole, to me well known and personally known to me to be the person described herein who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 23rd day of April, 1997.



KATHERINE E. ARNOLD
My Commission CC468280
Expires Jun. 23, 1999
Bonded by ANB
800-852-6678


Notary Public, State of Florida

FILED
97 APR 25 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA