



FLORIDA FARM BUREAU FEDERATION

PO Box 147030 • Gainesville, FL 32614-7030 • Phone: 352/ 378-1321

P98000063434

July 16, 1998

Ms. Bobbie Cox
Division of Corporations
Po Box 6327
Tallahassee, FL 32314

RE: Florida Agricultural Marketing Association, Inc.

Dear Ms. Cox:

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***122.50 ***122.50

Enclosed are the executed Certificate of Designation of Registered Agent, the Affidavit in Support of Conversion and the Articles of Incorporation of Florida Agricultural marketing Association, Inc. ("FAMA")

Also enclosed is our check for \$122.50 to cover filing fees and a copy of the articles for a certified copy to be returned to us in the postage paid enclosed envelope.

We have also enclosed our check for \$150.00 to pay for the FAMA 1998 Annual Report. I am returning the nonprofit form.

Thank you and please let me know if you need any additional information or if we have additional fees.

Sincerely,

Scottie J. Butler

Scottie J. Butler
General Counsel

SJB/tj

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BC 7/20

**AFFIDAVIT IN SUPPORT
OF CONVERSION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA,

COUNTY OF ALACHUA,


Pursuant to Florida Statutes, Chapter 618.221, the undersigned, Carl B. Loop, Jr., duly elected president of Florida Agricultural Marketing Association, Inc., ("FAMA"), being first duly sworn, hereby says and affirms that:

1. FAMA was incorporated in 1967 as a cooperative agricultural marketing association under the Laws of the State of Florida.
2. In 1970, with the majority consent of its members, FAMA's Charter was amended with the intent to operate as a for profit corporation.
3. From then to present date FAMA has operated as a for-profit corporation filing all for profit state and federal tax returns and conducting its affairs in all other respects as a for profit, stock corporation and not as an agricultural marketing cooperative.
4. By this affidavit the undersigned affirms that FAMA ratifies its decision and actions to surrender all rights, powers, and privileges as a nonprofit cooperative marketing association and affirms its intent 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.
5. Concurrently, with this affidavit is submitted new Articles of Incorporation for FAMA as a corporation for profit.


President, Florida Agricultural Marketing
Association, Inc.

Sworn to and subscribed before me this 16 day of July, 1998, by

Carl B. Loop, Jr.


Notary Public

My commission expires _____



SUZANNE DEES
MY COMMISSION # CC 599290
EXPIRES JAN 15, 2001

**ARTICLES OF INCORPORATION
OF
FLORIDA AGRICULTURAL MARKETING ASSOCIATION, INC.**

A FLORIDA CORPORATION

ARTICLE I.

The name of the Corporation shall be **Florida Agricultural Marketing Association, Inc.** (the "Corporation").

ARTICLE II.

The initial address of the principal office of the Corporation is 5700 Southwest 34th Street, Gainesville, Florida 32608. The mailing address of the Corporation shall be as follows:

Florida Agricultural Marketing Association, Inc.
Post Office Box 147030
Gainesville, Florida 32614-7030

ARTICLE III.

The Corporation shall have one class of stock which shall be known as Florida Agricultural Marketing Association, Inc. No Par Value Common Stock (the "Common Stock"). The Corporation shall be authorized to issue 6,000 shares of Common Stock.

ARTICLE IV.

The initial registered agent for the Corporation shall be Scottie J. Butler. The address of the initial registered office for the Corporation shall be as follows:

5700 Southwest 34th Street
Gainesville, Florida 32608

ARTICLE V.

The name of the incorporator of the Corporation and his street address is as follows:

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TALLAHASSEE, FLORIDA

Scottie J. Butler
5700 Southwest 34th Street
Gainesville, FL 32608

ARTICLE VI.

The names of the initial directors of the Corporation and their street addresses are as follows:

Carl B. Loop, Jr.
5700 Southwest 34th Street
Gainesville, FL 32608

Jim Fogarty
56 Connie Drive
Crawfordville, FL 32327

James C. "J.C." Bass
16205 Highway 98, North
Okeechobee, FL 34972

Shirley Gaskins
State Road 16 West
Starke, FL 32091

L.E. McMullian, Jr.
7130 Green Road
Sneads, FL 32460

John Hoblick
250 West Retta
DeLeon Springs, FL 32130

Myron Bryan
22416 Old Providence Road
Alachua, FL 32615

Peter Lier
2 Michael Creek Drive
Vero Beach, FL 32963

Cecil Bodiford, Jr.
Highway 71
Altha, FL 32421

Martha Lynn
2293 Lem Turner Road
Callahan, FL 32011

Randall Dasher
5322 180th Street
McAlpin, FL 32062

Rory S. Martin
7851 Campbell Road
Sarasota FL 34240

Anne Dickinson
105 South Scenic Highway
Frostproof, FL 33843

Charles Partin
2967 Partin Settlement Road
Kissimmee, FL 32744

H. Charlotte Emerson
24109 Northwest Old Bellamy Road
High Springs, FL 32643

Bea Paulhamus
1950 West Country Road
Eustis, FL 32726

Rick Roth
232 Northwest Avenue, L
Belle Glade, FL 33430

Kenneth W. Smith
23421 Whitman Road
Brooksville, FL 34601

Wayne D. Smith
9700 Hastings Boulevard
Hastings, FL 32145

Marion Tidwell
8093 Chumuckla Highway
Pace, FL 32571

Howell Waring
Highway 53, North
Madison, FL 32340

Ron Wetherington
2015 South Wooten Road
Dover, FL 33527

Dwayne Williams
2825 Fairways Drive
Homestead, FL 33035

Roy Wilson
9539 Southeast County Road 319
Trenton, FL 32693

Steve Yoder, Jr.
Highway 274
Altha, FL 32421

ARTICLE VII.

The purposes for which the corporation is organized are:

To provide marketing information, marketing services and other contract services to producers of agricultural products;

To bargain and sell, either as principal or as agent, to processors, distributors, or handlers of agricultural products, the products of such producers of agricultural products.

To enter into any contracts or arrangements necessary to provide marketing services to producers of agricultural products; to join, associate with or hold interest in any other corporation or association and to exercise any and all powers and privileges conferred by law to achieve its goals;

To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment thereto or necessary or incidental to the protection and benefit of this corporation and in general to carry on any lawful business necessary or incidental to the attainment of

the objects of this corporation whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation or any amendment thereto, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

The undersigned incorporator has executed these Articles of Incorporation this 16th day of ~~June~~ July, 1998.

Scott J. Butler
Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **Florida Agricultural Marketing Association, Inc.**
2. The name and address of the registered agent and office is:

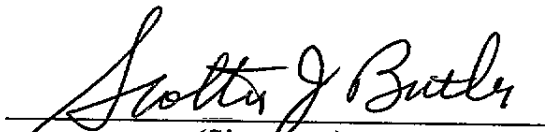
Scottie J. Butler

5700 Southwest 34th Street

Gainesville, Florida 32608

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SECRETARY OF STATE
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Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I 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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

July 16, 1998
(Date)