

P98000068987



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 912949 10788A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : July 31, 1998

ORDER TIME : 3:46 PM

ORDER NO. : 912949-005

CUSTOMER NO: 10788A

CUSTOMER: Raymond A. Mcleod, Esq  
Mcleod Mcleod & Mcleod  
48 East Main Street  
P. O. Box 950  
Apopka, FL 32703

EFFECTIVE DATE  
11-19-1965

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 AUG -5 AM 11:20

FILED

400002605034--0  
-08/03/98--01014--011  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Articles  
DOMESTIC AMENDMENT FILING

NAME: GROWERS PRECOOLER, INC.

400002605034--0  
-08/07/98--01003--024  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

EFFECTIVE DATE:

XX ARTICLES AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

*Articles were mailed to  
Kim did not call back*

98 AUG -3 AM 9:02  
RECEIVED

**AFFIDAVIT OF CONVERSION**  
**[Pursuant to 618.221, Florida Statutes]**

1. GROWERS PRECOOLER, INC. has, by a majority vote of its shareholders, decided to surrender all rights, powers, privileges and immunities incident thereto as a non-profit cooperative marketing association under Chapter 618, Florida Statutes and to do business under and be bound by the provisions of Chapter 607, Florida Statutes, hereafter, as a corporation for profit, which shall relate back its existence to the 19<sup>th</sup> day of November, 1965.

2. The original of this AFFIDAVIT OF CONVERSION [Pursuant to 618.221, Florida Statutes] shall be filed with the Florida Department of State - Division of Corporation and a duplicate thereof will be appended to the Minutes of the Annual Joint Meeting of Shareholders and Directors of Growers Precooler, Inc.

3. The corporation, by filing Articles of Incorporation of Growers Precooler, Inc., shall adequately protect and preserve the relative rights of the shareholders of the association so converting into a corporation for profit; provided that no rights or obligations due any shareholder of the corporation or any other person, firm, or corporation which has not been waived or satisfied shall be impaired by such conversion into a corporation for profit as authorized by Chapter 607, Florida Statutes.


FURTHER, AFFIANTS SAYETH NOT.

  
\_\_\_\_\_  
W. REX CLONTS, JR.

STATE OF FLORIDA  
COUNTY OF ORANGE

**BEFORE ME**, the undersigned authority, personally appeared **W. REX CLONTS, JR.**, who, first being sworn under oath, states that he is a Director of **GROWERS PRECOOLER, INC.** and the facts contained within the AFFIDAVIT OF CONVERSION [Pursuant to 618.221, Florida Statutes] are true and correct.

WITNESS my hand and seal this 5<sup>th</sup> day of August, 1998.

  
\_\_\_\_\_  
Notary Public

Printed name of Notary Public  
My commission expires:

(SEAL)



EFFECTIVE DATE  
11-19-65

FILED  
98 AUG -5 AM 11:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Scott W. Stroup  
SCOTT W. STROUP

STATE OF FLORIDA  
COUNTY OF ORANGE

**BEFORE ME**, the undersigned authority, personally appeared **SCOTT W. STROUP**, who, first being sworn under oath, states that he is a Director of GROWERS PRECOOLER, INC. and the facts contained within the AFFIDAVIT OF CONVERSION [Pursuant to 618.221, Florida Statutes] are true and correct.

WITNESS my hand and seal this 5th day of August, 1998.



(SEAL)

Raymond A. McLeod  
Notary Public

Printed name of Notary Public  
My commission expires:

Kent R. Crakes  
KENT R. CRAKES

STATE OF FLORIDA  
COUNTY OF ORANGE

**BEFORE ME**, the undersigned authority, personally appeared **KENT R. CRAKES**, who, first being sworn under oath, states that he is a Director of GROWERS PRECOOLER, INC. and the facts contained within the AFFIDAVIT OF CONVERSION [Pursuant to 618.221, Florida Statutes] are true and correct.

WITNESS my hand and seal this 5th day of August, 1998.



(SEAL)

Raymond A. McLeod  
Notary Public

Printed name of Notary Public  
My commission expires:

EFFECTIVE DATE  
\_\_\_\_\_

FILED  
98 AUG -5 AM 11:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Clarence Beall Jr  
CLARENCE BEALL, JR.

STATE OF FLORIDA  
COUNTY OF ORANGE

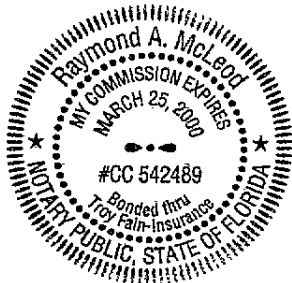
**BEFORE ME**, the undersigned authority, personally appeared **CLARENCE BEALL, JR.** who, first being sworn under oath, states that he is a Director of GROWERS PRECOOLER, INC. and the facts contained within the AFFIDAVIT OF CONVERSION [Pursuant to 618.221, Florida Statutes] are true and correct.

WITNESS my hand and seal this 5<sup>th</sup> day of August, 1998.

Raymond A. McLeod  
Notary Public

Printed name of Notary Public  
My commission expires:

(SEAL)



FILED  
98 AUG -5 AM 11:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
GROWERS PRECOOLER, INC.**

The undersigned, acting as the Incorporator of a corporation for profit under the Chapter 607 Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation, converting same from a corporation organized under Chapter 618 Florida Statutes as provided in §618.221 Florida Statutes:

**ARTICLE I**

The name of this corporation is **GROWERS PRECOOLER, INC.**

**ARTICLE II**

The period of its duration is perpetual.

**EFFECTIVE DATE**  
11-19-65

**FILED**  
98 AUG -5 AM 11:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE III**

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**

The corporation is authorized to issue 2,000 shares, all of one class, at \$100.00 par value.

**ARTICLE V**

The name and address of the Registered Agent is RAYMOND A. McLEOD whose mailing address is 48 East Main Street, Apopka, Florida 32703 and the principal office of this corporation is 2880 Lust Road, Apopka, Florida 32712.

**ARTICLE VI**

This corporation shall have one (1) Director initially, and the number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial Director of this corporation is:

W. REX CLONTS, JR.  
2702 Lust Road  
Apopka, Florida 32703

**ARTICLE VII**

The name and address of the person signing these Articles of Incorporation as Incorporator is:

W. REX CLONTS, JR.  
2702 Lust Road  
Apopka, Florida 32712

**ARTICLE VIII**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

**ARTICLE IX**

Director(s) need not be residents of this state or shareholders of this corporation.

**ARTICLE X**

The shareholder(s) shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with no less than a majority vote of the common stock issued and outstanding.

**ARTICLE XI**

If all Director(s) severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XII**

The existence of this corporation shall relate back to the 19<sup>th</sup> day of November, 1965.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 5<sup>th</sup> day of August, 1998.

  
\_\_\_\_\_  
W. REX CLONTS, JR.  
Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

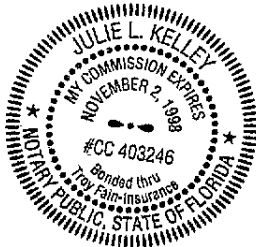
**BEFORE ME**, the undersigned authority, personally appeared **W. REX CLONTS, JR.** personally known by me to be the person who executed the foregoing Articles of Incorporation of **GROWERS PRECOOLER, INC.** as the Incorporator, and he acknowledged to and before me that he executed such instrument.

**IN WITNESS WHEREOF**, I have hereunto placed my hand and seal this 5<sup>th</sup> day of August, 1998.

Julie L. Kelley  
Notary Public

Printed Name of Notary  
My commission expires:

(SEAL)



FILED  
98 AUG -5 AM 11:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

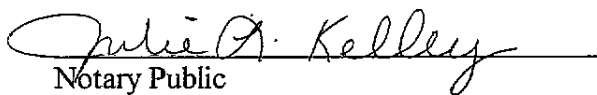
**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

STATE OF FLORIDA  
COUNTY OF ORANGE

**BEFORE ME**, the undersigned authority, personally appeared **RAYMOND A. McLEOD**, known to me to be the person who accepted designation as Registered Agent on behalf of **GROWERS PRECOOLER, INC.**, and he acknowledged before me that he executed this Acceptance of Designation as Registered Agent freely and voluntarily.

  
RAYMOND A. McLEOD

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 5th day of August, 1998.

  
Notary Public

Printed name of Notary  
My Commission Expires:

(SEAL)



FILED  
98 AUG -5 AM 11:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA