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LACENE ORVIS
19469 Pine Tree Dr.
Tequesta, Fl. 33469
561-744-1325 Phone
561-743-9188 Fax

FILED

98 DEC 21 PM 12:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

12-15-98

December 15, 1998

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*****78.75 *****78.75

Division of Corporation
P. O. Box 6327
Tallahassee, Fl. 32314

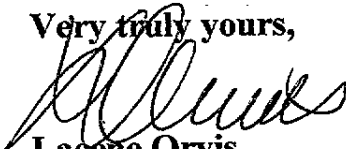
Dear Sir,

Enclosed are incorporation papers for Sun Bell Citrus, Inc. to be incorporated under Chapter 607, along with a check for \$78.75

Please return to me in the enclosed envelope.

Please call if you have any questions

Very truly yours,


Lacene Orvis

P. Hall
DEC 22 1998

(7)

ARTICLES OF INCORPORATION

OF

SUN BELL CITRUS, INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The names of this corporation is SUN BELL CITRUS, INC.

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV – STOCK

The aggregate number of shares this corporation shall have authority to issue, is 7500 shares of Class A common stock at \$1.00 par value per share. The initial issue of the Capital Stock of this corporation shall be 200 shares. Fully paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall by the stated capital of the corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

ARTICLE V – AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders meeting called for that purpose.

EFFECTIVE DATE

12-15-98

ARTICLE VI – SHAREHOLDERS RIGHTS

Shareholders of the corporation shall have pre-emptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the corporation.

ARTICLE VII – INITIAL OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida is 19469 Pinetree Drive, Tequesta, Fl. 33469, and the name of its initial registered agent at that address is Herbert Orvis.

ARTICLE VIII – DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation is Daniel Deshields, Maryann Deshields, Herbert Orvis and Lacene Orvis. The Names and addresses of persons who are to serve as Directors until the first annual meeting of shareholders, or until their successors are elected and qualify, are:

Names

Daniel Deshields

Maryann Deshields

Herbert V. Orvis

Lacene Orvis

Addresses

840 S. W. 17th St.
Boca Raton, Fl. 33486

840 S. W. 17th St.
Boca Raton, Fl. 33486

19469 Pinetree Drive
Tequesta, Fl. 33469

19469 Pinetree Drive
Tequesta, Fl. 33469

ARTICLE IX – INCORPORATORS

The name and address of the incorporator is:

Herbert Orvis

19469 Pinetree Drive
Tequesta, Fl. 33469

ARTICLE X – COMMON DIRECTORS – TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transactions.

ARTICLE XI – BY-LAWS

The By-Laws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of shareholders at any meeting thereof.

ARTICLE XII – SHAREHOLDERS MEETINGS

Shareholders meetings will be noticed within 30 days of the meeting, which will include an agenda of the meeting. Shareholders meetings can be held by telephone conference calls or at a set time and place. Minutes of the shareholders meetings will be ratified by all shareholders.

ARTICLE XIII- MISCELLANEOUS

Other lawful provisions, if any, concerning the stock of this corporation, or for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

None.

ARTICLE XIII

In accordance with Florida Statutes 607.167, the effective date for commencement of corporate existence shall be immediately upon the signing of these Articles of Incorporation.

ARTICLE IX

The board of Directors shall be authorized to conduct any meetings, special, regular or otherwise by means of conference telephone call.

DATED THIS 15 day of December, 1998

BY Herbert Orvis
Herbert Orvis
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were sworn to and acknowledged before me this 15 day of December, 1998, by Herbert Orvis, and Herbert Orvis is known by me.

Lacene Orvis
Notary Public, State of Florida



LACENE ORVIS
My Comm. Exp. 12/03/99
Bonded By Service Ins
No. CC514699

☐ Personally Known ☐ Other I.D.

STATE OF FLORIDA
DEPARTMENT OF STATE

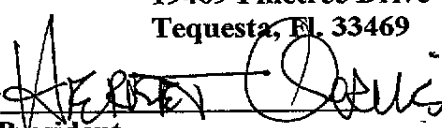
**Certificate Designating Place of Business or Domicile for the Service of Process
Within This State, Naming Agent Upon Whom Process May Be Served and Names
and Addresses of the Officers and Directors.**

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

SUN BELL CITRUS, INC., a corporation organized (or organizing) under the laws of the State of Florida with it's principal office at 19469 Pinetree Drive, in the City of Tequesta, County of Palm Beach, State of Florida, has named Herbert Orvis, located at: 19469 Pinetree Drive, Tequesta, Florida, 33469, as its agent to accept service of process within this state.

<u>OFFICERS:</u>	<u>TITLE</u>	<u>SPECIFIC ADDRESS</u>
Daniel Deshields	(VP)	840 S. W. 17 th St. Boca Raton, Fl. 33486
Maryann Deshields	(S)	840 S. W. 17 th St. Boca Raton, Fl. 33486
Herbert V. Orvis	(P)	19469 Pinetree Drive Tequesta, Fl. 33469
Lacene Orvis	(T)	19469 Pinetree Drive Tequesta, Fl. 33469

<u>DIRECTORS:</u>	<u>SPECIFIC ADDRESS</u>
Daniel Deshields	840 S. W. 17 th St. Boca Raton, Fl. 33486
Maryann Deshields	840 S. W. 17 th St. Boca Raton, Fl. 33486
Herbert V. Orvis	19469 Pinetree Drive Tequesta, Fl. 33469
Lacene Orvis	19469 Pinetree Drive Tequesta, Fl. 33469

By 
President
Herbert Orvis

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by Law.


(Resident Agent)
Herbert Orvis

Filing fee: \$3.00

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TALLAHASSEE, FLORIDA