

TRANSMITTAL LETTER

P99000023288

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

SUBJECT: The New Generation Seed, Inc.  
(Proposed corporate name - must include suffix)

200002804902--9  
-03/15/99--01002--020  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: Ava L. Parker  
Name (Printed or typed)

# 200 W. Forsyth St., Ste 800  
Address

Jacksonville, FL  
City, State & Zip

904-346-1323  
Daytime Telephone number

RECEIVED  
99 MAR 12 PM 4:37  
DIVISION OF CORPORATION

FILED  
99 MAR 12 PM 4:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

3.000TH MAR 12 1999

**ARTICLES OF INCORPORATION**  
**OF**  
**THE NEW GENERATION SEED, INC.**

The undersigned desiring to form a corporation for profit under the laws of the State of Florida hereby adopts the following Articles of Incorporation:

**FILED**  
99 MAR 12 PM 4:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I: NAME**

The name of the corporation is The New Generation Seed, Inc.

**ARTICLE II: PURPOSE**

This corporation is organized for the purpose of transacting all lawful business.

**ARTICLE III: PRINCIPAL OFFICE**

The street address of the principal office is 9949 Deercreek Club Road, Jacksonville, Florida 32256. The mailing address of The New Generation Seed, Inc., is also the same as the street address for the principal office.

**ARTICLE IV: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 9949 Deercreek Club Road, Jacksonville, Florida 32256, and the name of the initial registered agent of this corporation at the address is Dr. Jimmy R. Jenkins, Sr.

**ARTICLE V: DURATION**

This corporation shall exist perpetually. Corporate existence shall commence on the date these

Articles are filed.

## **ARTICLE VI: CAPITAL STOCK**

- (a) Authorized Shares. This corporation is authorized to issue five hundred shares of stock all of which will be of the same class. The par value shall be \$25.00 per share.
- (b) Preemptive Rights. Shareholders shall have no preemptive rights.
- (c) Capital Stock. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.
- (d) Voting. Each share of common stock shall have equal and full voting powers and rights, and the holders of record thereof shall be entitled to one vote for each share so held. At all meetings of shareholders a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.
- (e) Corporate Liquidation and Dissolution. In the event of voluntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratable, of the remaining assets of the corporation.
- (f) Cumulative Voting. Cumulative voting shall not be permitted.
- (g) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as allowed by law.
- (h) Transferability. The transferability of all issued and outstanding stock shall be governed by the attached Shareholder Agreement.

## ARTICLE VII: DIRECTORS

(a) Number. The corporation shall have five (5) directors initially. The number of directors may be increased from time to time in the bylaws adopted by the shareholders.

(b) Initial Board of Directors. The name and address of the directors, until the first annual meeting of the shareholders, is as follows:

- |    |   |                 |
|----|---|-----------------|
| 1. | Dr. Jimmy Jenkins, Sr.<br>9949 Deercreek Club Road<br>Jacksonville, Florida 32256     | President       |
| 2. | Ginger Jenkins, Esquire<br>1821 Palm City Road<br>Apt. B 402<br>Stuart, Florida 34994 | Vice President  |
| 3. | Dr. Lisa Lopez<br>1727 Biden Lane<br>Williamstown, New Jersey 09094                   | Secretary       |
| 4. | Dr. Antonio Lopez<br>1727 Biden Lane<br>Williamstown, New Jersey 09094                | Treasurer       |
| 5. | Jimmy Jenkins, Jr.<br>9949 Deercreek Club Road<br>Jacksonville, Florida 32256         | Parliamentarian |
| 6. | Dr. Faleese Moore Jenkins<br>9949 Deercreek Club Road<br>Jacksonville, Florida 32256  | Board Member    |

(c) Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in another capacity and receive compensation therefor in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

#### **ARTICLE VIII: BYLAWS**

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

#### **ARTICLE IX: INCORPORATOR**

The name and street address of the incorporator of this corporation is:

Dr. Jimmy R. Jenkins, Sr.  
9949 Deercreek Club Road  
Jacksonville, Florida 32256

**IN WITNESS WHEREOF**, I have made, signed and hereby acknowledge these Articles of Incorporation as of this 9 day of March, 1999.

  
\_\_\_\_\_  
Dr. Jimmy R. Jenkins, Sr.

**CERTIFICATE OF DESIGNATION**

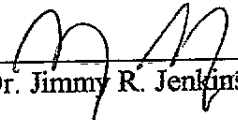
**Registered Agent/Registered Office**

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 The New Generation Seed, Inc.
2. The name of the Registered Agent is Dr. Jimmy R. Jenkins, Sr. The street and mailing address of the Registered Office is 9949 Deercreek Club Road, Jacksonville, FL 32256.

**HAVING BEEN NAMED**, as Registered Agent for this Corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

Dated on 9 day of March, 1999.

  
Dr. Jimmy R. Jenkins, Registered Agent

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA