

P99000049107

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Haller Citrus Sales, Inc.

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****140.00 *****70.00

☒ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
☒ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1999 JUN - 1 AM 10:55

FILED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 JUN - 1 AM 9:33

RECEIVED

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

JUN - 1 1999

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1999 JUN -1 AM 10: 55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

HALLER CITRUS SALES, INC.

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

ARTICLE I

NAME

The name of the Corporation shall be: **HALLER CITRUS SALES, INC.**

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business and the object and purposes proposed to be transacted and carried on are to do any and all things herein mentioned as fully and to the same extent as natural persons might or could do, viz: To engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 10,000 shares of common stock having a nominal or par value of \$1.00 a share.

ARTICLE IV

PRINCIPAL ADDRESS AND INITIAL REGISTERED OFFICE AND AGENT

The principal address and initial registered office and agent address of this corporation is as follows: **EDWARD W. BECHT, 321 South Second Street, Fort Pierce, Florida 34950.**

The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE V

CORPORATE EXISTENCE

In accordance with the applicable Florida Statute, corporate existence shall commence upon the date of the execution and acknowledgement of these Articles of Incorporation and said corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have **one** director initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than one. The name and address of the initial director of this corporation is: **David Haller, 321 South Second Street, Fort Pierce, Florida 34950.**

ARTICLE VII

OFFICERS

The officers of this corporation shall be a president, vice president, secretary and a

treasurer, and such other officers and agents as may be deemed necessary. All officers, agents and factors as may be deemed necessary shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the bylaws or determined by the Board of Directors. Any person may hold one or more offices.

ARTICLE VIII

AMENDMENT

The Articles of Incorporation may be amended in the manner provided. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE IX

AGREEMENTS

The corporation or the stockholders may include in their agreement between themselves the following as valid matters of agreement:

- (a) Any limitations or restraints upon the transferability, alienation or assignment of stock;
- (b) Any limitation or restraint upon the encumbrance or pledge of stock;
- (c) any agreements conferring pre-emptive rights of purchase upon stockholders as conditions precedent to the sale of any stock;

(d) Management agreements or other employment agreements with persons who may or may not be stockholders; and

(e) Any and all such other agreements as may be reasonably necessary in the ownership, conductor furtherance of the business of the corporation and so implement the said agreements by by-laws of the corporation.

ARTICLE X

INCORPORATOR AND SUBSCRIBER


The name and street address of the person named herein as subscriber and incorporator are as follows: **EDWARD W. BECHT, 321 South Second Street, Fort Pierce, Florida 34950.**

ARTICLE XI

SECTION 1244

This corporation is being organized and its common stock issued pursuant to Section 1244 of the Internal Revenue Code and the regulations thereunder, which permit ordinary loss treatment when the holder of Section 1244 stock sells or exchanges such stock at a loss or when such stock becomes worthless.

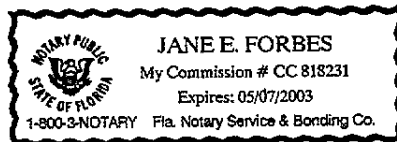
IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledged and filed in the office of the Secretary of State the foregoing Certificate of Incorporation this **28th** day of **May, 1999**.


Edward W. Becht

**STATE OF FLORIDA
COUNTY OF ST. LUCIE**

I HEREBY CERTIFY that on the **28th** day of **May, 1999**, personally came and appeared before me, the undersigned authority, **EDWARD W. BECHT**, to me well known, and well known to be the person described in the foregoing Articles of Incorporation, and he acknowledged the same as his act and deed for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal on the day and year above written.



Jane E. Forbes

Print: Jane E. Forbes
Title: Notary Public
My Commission expires:

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named as registered agent for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in the capacity, and agree to comply with the provisions of said Act.

Edward W. Becht

Edward W. Becht, Registered Agent