

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION  
OF THE FLORIDA AGRICULTURAL COUNCIL, INC  
A Florida non-profit corporation

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Pursuant to the provisions of Section 617.02, Florida Statutes, the undersigned corporation has duly adopted an Amendment of its Articles of Incorporation in accordance with the requirements of Article XI thereof, and by and through its duly authorized officers does hereby certify as follows:

1. That the members of the corporation at its annual meeting held at the Mid-Florida Research and Education Center (MFREC) on October 6, 2005, did consider proposed Amendment to its Articles of Incorporation pursuant to thirty (30) days written notice thereof, and duly adopted Resolutions of Amendment.
  
2. That the preamble to the Articles be changed as follows:

“We, the undersigned, in order to further common purposes incident to the agricultural ~~industries~~, natural resources and related entities in the State of Florida, do hereby voluntarily associate ourselves together for the purpose of forming a non-profit corporation under the provisions of Chapter 617, Florida Statutes.”

3. That Article III , Objects and Purposes, be changed as follows:  
“Section 1. The objects and purposes of the corporation shall be to foster, promote and encourage efficient, ~~and~~ progressive, and sustainable agriculture and related interests in the State of Florida, and in furtherance thereof, to assist in the advancement of ~~agricultural~~ research and education pertaining to the same; to conduct educational activities of a scope to advance the theory of agricultural and related sciences; to encourage cooperation among both private and public groups, associations and foundations devoted to the ~~interest of agriculture~~ purposes set forth in Article III ; to conduct promotion activities including advertising and publicity, in or by any suitable manner or medium, in order to advance public

relations for governmental agencies and the public in general; to publish and distribute documents as a means of disseminating information ~~about agriculture~~; to devise ways and means for improving national, state, and local legislation in the interest of the corporation; and to further, by all appropriate means, the objects included within or related to the objectives of the corporation.”

“Section 2. The Florida Agricultural Council, Inc. is an organization whose membership is made up of agricultural, ~~associations~~ natural resources and related entities in the State of Florida. Its activities are to educate the various members ~~associations~~ as to the needs of the University of Florida Institute of Food and Agricultural Sciences. These needs could run from local support for projects to support for budgets with local delegations, to providing funds for various activities on campus through the SHARE Council. In furtherance of such purposes, the Council shall hold its Annual Meeting for the election of officers and the transaction of such other business as may transpire, and the Executive Committee shall further meet on occasion throughout the year for transaction of the business of the corporation.”

4. The Amendment was adopted by at least a two-thirds (2/3) of the members present and entitled to vote, and a quorum was present upon adoption.

IN WITNESS WHEREOF, said corporation has caused this Amendment to be signed in its name by its President, and its corporate seal to be hereunto affixed and attested by its Secretary this 6<sup>th</sup> day of March, 2006.

FLORIDA AGRICULTURAL COUNCIL, INC.

By

Benjamin Bolusky  
President

Attest

[Signature]  
Secretary

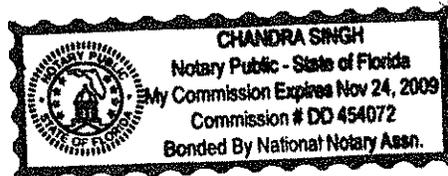
(CORPORATE SEAL)

STATE OF FLORIDA

COUNTY OF POLK

Personally appeared before me the undersigned officer, duly authorized to take oaths, BENJAMIN BOLUSKY, as President of Florida Agricultural Council, Inc., a Florida non-profit corporation, and acknowledged that he executed the above and foregoing Certificate of Amendment on behalf of and with the authority of the said corporation for the purposes therein expressed. WITNESS my hand and official seal on the 6<sup>th</sup> of MARCH, 2006.

My Commission Expires:



REGISTERED AGENT CERTIFICATE

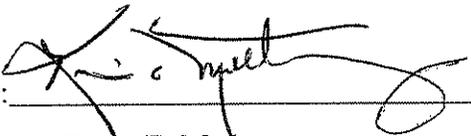
In pursuance of the General Corporation Act of Florida, the following is submitted, in compliance with said statute:

That FLORIDA AGRICULTURAL COUNCIL, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Lakeland, County of Polk, State of Florida, has named KEVIN METHENY, located at said registered office, as its registered agent to accept service of process and perform such other duties are required in the State.

ACKNOWLEDGEMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office.

By: \_\_\_\_\_

  
Kevin E. Metheny

Registered Agent

ARTICLES OF INCORPORATION

OF

FLORIDA AGRICULTURAL COUNCIL, INC.  
A Not-For-Profit Corporation

We, the undersigned, in order to further common purposes incident to the agricultural industry in the State of Florida, do hereby voluntarily associate ourselves together for the purpose of forming a non-profit corporation under the provisions of Chapter 617, Florida Statutes.

ARTICLE I

NAME AND DURATION

The name of this corporation shall be FLORIDA AGRICULTURAL COUNCIL, INC. The duration of the corporation is perpetual.

ARTICLE II

REGISTERED OFFICE AND AGENT

The address of the registered office in the State of Florida is 5600 Diplomat Circle, Suite 110, in the City of Orlando, County of Orange. The name of the registered agent at such address is William R. Boardman.

ARTICLE III

OBJECTS AND PURPOSES

The objects and purposes of the corporation shall be to foster, promote and encourage efficient and progressive agriculture in the State of Florida, and in furtherance thereof, to assist in the advancement of agricultural research and education; to conduct educational activities of a scope to advance the theory of agricultural sciences; to encourage cooperation among both private and public groups, associations and foundations devoted to the interest of agriculture; to conduct promotion activities including advertising and publicity, in or by any suitable manner or medium, in order to advance public relations for governmental agencies and the public in general; to publish and distribute documents as means of disseminating information about agriculture; to devise ways and means for improving national, state and local legislation in the field of agriculture; and to further by all appropriate means the objects included within or related to the objectives of the corporation.

#### ARTICLE IV

##### POWERS

The corporation shall have the following powers and such powers shall likewise be deemed purposes only if and so long as said powers are exercised solely to effect any or all of the purposes set forth in Article III, and that the following

enumeration of specific powers of the corporation shall not be held to limit or restrict in any manner the powers and purposes of the corporation as set forth herein, the powers granted to the corporation by Chapters 607 and 617 and other statutory, regulatory and case decisional law of the State of Florida and the United States of America.

(a) Have succession by its corporate name to remain in perpetuity;

(b) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the extent as a natural person;

(c) Adopt and use a common corporate seal and alter the same, provided, however, that such seal shall always contain the words "Corporation Not for Profit," or such similar language;

(d) Elect or appoint such directors, officers, employees, attorneys and agents as the corporate affairs shall require;

(e) Adopt, change, amend and repeal By-Laws not inconsistent with law or its Articles of Incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers;

(f) Increase or decrease as the By-Laws may direct, the number of its directors so that the number shall not be less than five (5), but may be any number in excess thereof;

(g) Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of any or all of its property, franchises or income;

(h) Purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire own, hold, improve, use or otherwise deal in and with real or personal property or any interest therein, wherever situated;

(i) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein;

(j) Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property, both real and personal, and assets;

(k) Make donations for the public welfare or for charitable, scientific, educational or other similar purposes; and,

(l) To do any and all other acts and things to the same extent as natural persons lawfully might or could do in any part of the world, insofar as such acts are permitted to be done by a corporation organized not for profit under the statutory, regulatory and case decisional law of the State of Florida in accordance with, and in order to effectuate the purposes of this

corporation as set forth in Article III hereof, and in general to carry on any other business in connection therewith, not being forbidden by the statutory, regulatory or case decisional law of the State of Florida and with all the powers conferred upon a corporation organized not for profit by the statutory, regulatory and case decisional law of the State of Florida.

#### ARTICLE V

##### DISSOLUTION - LIMITATION ON DISTRIBUTION

Section 1. This corporation is not organized nor shall it be operated for pecuniary gain or profit and it does not contemplate the distribution of gains, profits or dividends to the members thereof, or to any private shareholder or individual. The property, assets, profits and net income of this corporation are irrevocably dedicated to charitable purposes and not part of the property, assets, profits or net income of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private shareholder or individual. Upon the dissolution or upon abandonment, the assets of this corporation remaining after the payment of or provision for all debts and liabilities of this corporation shall be donated to Institute of Food and Agricultural Sciences of the University of Florida, or to such corporation or corporations, fund or funds, or foundation or

foundations, having similar objects and purposes as this corporation, as the Board of Directors of this corporation may designate, subject to the order of the Circuit Court in and for the County of Orange, State of Florida, or such other Florida court which shall have authority over the dissolution of the corporation as provided by Florida law; provided, however, that none of such assets shall be donated to any organization other than one organized and operated exclusively for charitable purposes.

Section 2. Notwithstanding any other provision of these articles, including, but without limitation, the provisions of Article IV hereof, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States internal revenue law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended, or any other corresponding provision of any future United States internal revenue law.

ARTICLE VI

MEMBERSHIP

Any individual or organization who subscribes to the purposes of the corporation as set forth in Article III hereof may be admitted to membership in the corporation in accordance with the provisions of the By-Laws of the corporation.

The Board of Directors of the corporation shall provide in the By-Laws of the corporation for the manner of admission to membership in the corporation by classes or otherwise; the establishment, setting and fixing of membership dues or fees, special and/or regular, by classes or otherwise; the establishment of voting rights of members of the corporation by classes or otherwise; the expulsion, discontinuance and/or cessation of membership in the corporation in accordance with the statutory, regulatory and case decisional law of the State of Florida, and specifically Chapter 617, Florida Statutes of 1975, as amended, or as hereinafter amended, codified or re-enacted.

The private property of a member of the corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid membership fees or dues, special or general, by classes or otherwise. No officer, director or member shall have any vested right, interest or privilege of, in or to the functions, affairs or franchises of the corporation or any rights, interests or privileges which may be transferable or

inheritable, while he is not in good standing for any reason as provided for in the By-Laws of the corporation.

ARTICLE VII

SUBSCRIBERS

The names and residences of those subscribing to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
William R. Boardman	1415 Valor Street Orlando, Florida 32810
Copeland Newbern	912 South Himes Avenue Tampa, Florida 33609
Richard Cassidy	4196 Herschel Street Jacksonville, Florida 32210

ARTICLE VIII

MANAGEMENT

The management, conduct and control of the affairs, property and business of the corporation shall be vested in a Board of Directors which shall not be less than five (5) in number, and the number serving from time to time shall be as set forth in the By-Laws of the corporation.

All directors shall be elected by a majority of the voting members of the corporation present at the annual members' meeting, or any adjournment thereof, to serve for a period of one year, or until their respective successors are duly elected.

Vacancies occurring during the year may be temporarily filled by the Board until the next annual members' meeting.

All directors, whether elected or appointed, shall be members of the corporation in good standing on the date of their election or appointment and entitled to vote equally on all matters brought before the Board.

The Board of Directors may appoint an Executive Committee from its membership as provided for in the By-Laws of the corporation, and such committee shall have and may exercise the powers of the Board of Directors. The Board of Directors may also, in the By-Laws of the corporation or by resolution, designate and establish such committees or subcommittees as are necessary or convenient, and such committees may exercise such specific powers of the Board as may be directed.

The names and addresses of those persons who are to serve as directors of the corporation until the annual members' meeting as provided for in the By-Laws of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Copeland D. Newbern	912 South Himes Avenue Tampa, Florida 33609
O.R. Minton	1001 South 11 <sup>th</sup> Street Fort Pierce, Florida 33450
Latimer H. Turner	4540 Camino Real Sarasota, Florida 33581

George E. Russell

13334 Northwest 21<sup>st</sup> Avenue  
Opa Locka, Florida 33054

Richard Cassidy

4196 Herschel Street  
Jacksonville, Florida 32210

ARTICLE IX

OFFICERS

The officers of the corporation shall be a President, Vice President and Secretary/Treasurer, all of whom shall be elected by the members each year at the annual meeting of the corporation and shall serve until their successors are duly elected and qualified in the manner set forth in the By-Laws of the corporation. The Board of Directors may provide for such additional officers in the manner set forth in the By-Laws of the corporation. The officers shall faithfully discharge the duties as shall be stated and set forth in the By-Laws of the corporation. Vacancies may be filled by the Board of Directors in accordance with the provisions of the By-Laws of the corporation.

The names and addresses of the officers of the corporation who are to serve until the next annual meeting of the corporation shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Louis Larson	President	1301 SW 5 <sup>th</sup> Ave Okeechobee, FL 33472

Cola Streetman	Vice President	2321 Victory Blvd Vero Beach, FL 32303
William R. Boardman	Secretary/ Treasurer	1415 Valor Street Orlando, FL 32810

ARTICLE X

BY-LAWS

The By-Laws of the corporation shall be made, altered, amended or rescinded by a majority of the Board of Directors present in person only at any regular or special meeting or at any adjournment thereof; provided, however, that such proposed amendment or revision shall be submitted to the membership at least 30 days prior to the meeting at which said amendment or revision is to be considered.

ARTICLE XI

AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation of the corporation may be amended by a vote of two-thirds (2/3) of the membership present and voting at any regular or special meeting or any adjournment thereof; provided, however, that notice of such proposed amendment shall be given to each member of the corporation by such means as provided in the By-Laws at the member's last known address at least 30 days before said meeting.

WITNESS the hands and seals of the subscribers at Orlando,  
State of Florida, this \_\_\_\_ day of January, 1978.

\_\_\_\_\_(SEAL)  
William R. Boardman

\_\_\_\_\_(SEAL)  
Copeland D. Newbern

\_\_\_\_\_(SEAL)  
Richard Cassidy

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned officer, duly authorized to administer oaths and take acknowledgments, personally appeared WILLIAM R. BOARDMAN, COPELAND D. NEWBERN an RICHARD CASSIDY, known to me and to me well known to be the persons described in and who executed the foregoing Articles of Incorporation, and I having first made known to them and each of them the contents of said Articles, they did each severally acknowledge that they signed, sealed and delivered the same as their voluntary act and deed, and each deposed that the facts therein stated were truly set forth.

WITNESS my hand and official seal the \_\_\_\_ day of January,  
1978.

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NOTARY PUBLIC  
State of Florida at Large

(NOTARIAL SEAL)

My Commission Expires: