

State of Florida



Department of State

I certify the attached is a true and correct copy of the Amended and Restated Articles of Association, filed on June 27, 2014, for FLORIDA OLIVE COUNCIL, L.A.A., a limited agricultural association organized under the laws of the State of Florida, as shown by the records of this office.

The document number of the association is X11000000001.



CR2EO22 (1-11)

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Seventh day of August, 2014

Ken Detzner

Ken Detzner
Secretary of State

2011 CA 3540

FILED
14 JUN 27 PM 2:14
CLERK OF CIRCUIT COURT
& COUNTY COURT
ALACHUA COUNTY, FL

UNANIMOUS WRITTEN ACTION AND CONSENT
of the
MEMBERS, MANAGERS and OFFICERS
of
FLORIDA OLIVE COUNCIL, L.A.A.

CLERK OF CIRCUIT COURT
& COUNTY COURT
ALACHUA COUNTY, FL

14 JUN 12 PM 4:09

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The undersigned, being all the members, managers and officers of FLORIDA OLIVE COUNCIL, L.A.A., a Florida limited agricultural association (the Association) take the following written action in lieu of holding a special meeting regarding same pursuant to the Association's Articles of Association, its Bylaws, and Florida law; and

The undersigned, each being a member of the Association, a member of the Managing Committee of the Association, and an officer of the Association; and, collectively, being all persons who are now or ever were a member, a member of the Managing Committee, or an officer of the Association, and all persons who have or ever had any membership or management rights relating thereto or with respect to the matters set forth below, hereby take the following written action in lieu of holding a special meeting regarding same and consent to the adoption of the following resolution in lieu of a formal or informal meeting of the Association's members or Managing Committee:

RESOLVED, that the form of Amended and Restated Articles of Association of Florida Olive Council, L.A.A. attached hereto are adopted as and for the Amended and Restated Articles of Association of the Association; shall be filed in the official minute book of the Association; and shall be filed in the Public Records of Alachua County, Florida and with the Florida Department of State; and

FURTHER RESOLVED, that the President of the Association is hereby authorized and directed to do all such things and take all other actions that he, in his sole and absolute discretion, deems necessary, appropriate, or desirable to carry out or effectuate the forgoing resolution.

The undersigned waive all formal requirements, including the necessity of holding a formal or informal meeting and any requirement that notice of such meeting be given.

IN WITNESS WHEREOF, the undersigned have executed this Written Action and Consent as of this 25 day of February, 2014.

Michael O'Hara Garcia
Michael O'Hara Garcia

Stephen A. Scott
Stephen A. Scott

Barbara R. Klein
Barbara R. Klein

Unanimous Written Consent.FOC.2-25.14.wpd

FILED
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2014 JUN 25 AM 11:28
J.K. "BUDDY" IRBY
CLERK OF COURTS
ALACHUA COUNTY, FL

RECORDED IN OFFICIAL RECORDS
INSTRUMENT # 2866559 5 PG(S)
June 26, 2014 09:42:30 AM
Book 4285 Page 1307
J. K. IRBY Clerk of Circuit Court
ALACHUA COUNTY, Florida

Case: 2011 CA 003540
00010764261
Dkt: 0802-R



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NOTARIAL PUBLIC
STATE OF FLORIDA

AMENDED AND RESTATED ARTICLES OF ASSOCIATION
of
FLORIDA OLIVE COUNCIL, L.A.A.

The name of the association is Florida Olive Council, L.A.A. The Articles of Association of the association were filed with the Florida Department of State, Division of Corporations on July 27, 2011 (document no. X11000000001) and are hereby amended and restated in their entirety to read as follows:

We, the undersigned, all of whom are citizens of the United States, have voluntarily associated ourselves together for the purpose of forming a limited agricultural association under and by virtue of the laws of the State of Florida, and particularly under the provisions of Chapter 604, sec. 604.09, *et seq.*, *Fla. Stat.*, and certify to the following:

Article I. Name

The name of the association shall be **FLORIDA OLIVE COUNCIL, L.A.A.**

Article II. Principal Place of Business

The principal place of business of the association within the State of Florida is located at 2248 N.W. 6th Place, Gainesville, FL 32603. The mailing address of the association is 3324 W. University Ave., #160, Gainesville, FL 32607.

Article III. Purpose

The association is organized and will be operated exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to other organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, but only to the limited extent that the association's activities promote, foster, and encourage more efficient and progressive production, marketing, or selling of olives and related agricultural products within the state of Florida, and the association in general functions as a limited agricultural association within the meaning of section 604.09, *Fla. Stat.*

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16 JUN 27 PM 2:11
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Additional members of the association shall be admitted on such terms as may be prescribed in the association's bylaws.

Article VII. Managing Committee

The activities and affairs of the association shall be managed by a Managing Committee, the members of which shall be members of the association. The association's initial Managing Committee shall be comprised of three members. The initial members of the Managing Committee are Michael O'Hara Garcia, Barbara R. Klein and Stephen A. Scott, all of whom have continuously been and now remain the sole members of the Managing Committee. The number of Managing Committee members may be fixed from time to time by the vote of the entire Managing Committee as provided in the association's bylaws, but shall never be fewer than three.

Article VIII. No Personal Liability

No member of the association shall be held personally liable for any of the claims against or the indebtedness and obligations of the association.

Article VIII. Disposition of Assets Upon Dissolution

Upon the dissolution of the association, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

The foregoing amendment was approved by the unanimous consent of the members of the association and by the unanimous consent of the members of the association's Managing Committee, which vote was sufficient for approval thereof, and these Amended and Restated Articles of Association were subscribed by the undersigned, this 28 day of February, 2014.

[signatures on next page]

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JUL 27 PM 2:11



[signature page for Amended and Restated
Articles of Association of Florida Olive Council, L.A.A.]

Michael O'Hara Garcia
Michael O'Hara Garcia

Barbara R. Klein
Barbara R. Klein

Stephen A. Scott
Stephen A. Scott

STATE OF FLORIDA
COUNTY OF ALACHUA

Acknowledged before me this 28 day of February, 2014, by Michael O'Hara Garcia,
who ~~is~~ personally known to me or who produced _____
for identification.

NOTARY PUBLIC
STATE OF FLORIDA
STEPHEN A. SCOTT
NOTARY COMMISSION # EE 08765
EXPIRES: June 18, 2015
Bonded Thru Budget Notary Services

Stephen A. Scott
Notary Public, State of Florida

Printed name: _____

My commission expires: _____

My commission number: _____

Amended Articles of Ass'n. Fla. Olive Council.2-25-14.wpd

6/24/14
Court has reviewed
document + it
appears to conform
to Statutory require-
ments

J. K. Irby

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J. K. Irby, Circuit and County Court Clerk, Alachua
County, Florida, certifies this is a true copy of the
document of record in this office, which may have
been redacted as required by law. Witness my hand
and seal on _____

J. K. Irby, Circuit and County Court Clerk
By _____

Deputy Clerk
SHEILA E. KEIL