

BYLAWS
OF
GEORGIA FRUIT AND VEGETABLE FOUNDATION, INC.

ARTICLE I
NAME AND PURPOSE

1. The name of this foundation shall be the "Georgia Fruit and Vegetable Foundation, Inc.", hereinafter referred to as "Foundation." The form of organization shall be that of a not-for-profit association, incorporated under the laws of the State of Georgia.

2. The purposes and objectives of the Foundation shall be:

(a) to initiate, encourage and sponsor the development of technical and practical information of interest to the fruit and vegetable industry and the public in general and to publish or aid in the publication of this information;

(b) to initiate, encourage and sponsor educational programs relating to fruit and vegetable production, marketing, transportation and other related subjects for fruit and vegetable growers and the public in general;

(c) to advance instruction in the production of fruit and vegetables and encourage qualified individuals to enter careers relating to the production of fruit and vegetables;

(d) to initiate, encourage and sponsor research relating to the production, marketing, handling and transportation of fruit and vegetables and publish or aid in the publication of the results of such research;

(e) to advance a wide spread knowledge of fruit and vegetables among quality students and the public in general; and

(f) to engage in related activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future tax code.

3. To the extent resources are available, all materials shall be available to the interested public and to representatives of government.

ARTICLE II
PRINCIPAL OFFICE AND RESIDENT AGENT

1. The Foundation shall have its principal office in Georgia at 301 South Broome Street, Suite 203, P.O. Box 2945, LaGrange, Georgia 30241. The Foundation shall have in Georgia at all times a designated agent authorized to accept service of process of the Foundation; and notice served upon or mailed to such agent at such business address, shall be deemed service upon or notice to the Foundation.

ARTICLE III CONTRIBUTORS

1. Contributors to the Georgia Fruit and Vegetable Foundation, Inc. shall be acknowledged by a receipt or appropriate certificate.

2. The Foundation shall not have members.

ARTICLE IV OFFICERS

1. The officers of the Foundation shall be a Chairman of the Board, a Vice Chairman, a Secretary and a Treasurer. Each officer shall serve concurrently as a member of the Board of Trustees.

2. The Chairman of the Board shall be the chief executive officer of the Foundation and shall preside at all meetings of the Board of Trustees. The Chairman shall see that all orders and resolutions of the Board of Trustees are carried into effect. The Chairman may execute all contracts, deeds, certificates, bonds, or other obligations authorized by the Board and sign records or certificates required by law or by orders of the Board of Trustees. The Chairman shall perform such other duties as may from time to time be prescribed by the Board of Trustees. Such duties as noted above may be delegated at the discretion of the Board of Trustees.

3. The Vice Chairman shall preside at meetings of the Foundation and the Board of Trustees in the Chairman's absence, and perform such other duties as may be assigned by the Chairman.

4. The Secretary shall attend all meetings of the Board of Trustees, and shall record the minutes of such meetings in books provided for that purpose. He shall attend to the giving and serving of all notices of the Foundation. He shall be the custodian for all papers brought before the Board of Trustees for action or ordered on file; also of all written contracts, deeds, insurance policies, leases, records and evidence of title to real estate and other property (except monied securities) owned, held, or controlled by the Foundation. He shall have the custody of the corporate seal and shall affix and attest the same when authorized by any officer, the Board of Trustees or a committee thereof.

5. The Treasurer shall keep full and accurate account of all receipts and disbursements in the books of the Foundation and shall deposit all monies and other valuable effects in the name and to the credit of the Foundation in such depositories as may be designated by the Board of Trustees. He shall have authority to receive and give receipts for all monies due and payable to the Foundation and from any source whatsoever and to give full discharge for the same, and to endorse for deposit on behalf of the Foundation all checks, drafts, notes, warrants, orders and other papers requiring endorsement. He shall disburse the monies of the Foundation under the discretion of the Board of Trustees. He may, at the discretion of the Trustees, be required to give a bond in any amount satisfactory to the Board for the faithful performance of the duties of this

office and for the restoration to the Foundation in case of his death, resignation or removal from office of all books, papers, vouchers, money or other property of whatever kind in his possession, belonging to the Foundation. He shall prepare annually, and more often if so requested by the Board of Trustees, a full statement of the finances of the Foundation. He shall perform such other duties as may be conferred upon him by the Board of Trustees.

ARTICLE V TRUSTEES AND MEETINGS

1. The affairs of the Foundation shall be managed by a Board of Trustees of not less than five (5) members nor more than eleven (11) members. This Board of Trustees shall be elected by the Georgia Fruit and Vegetable Growers Association, Inc. Board of Directors in accordance with the provisions of Article VI of these Bylaws.

2. Trustees shall serve as such without salary or other compensation, but, by resolution of the Board of Trustees, may be allowed expenses of attending meetings. Nothing herein contained shall be construed to preclude any Trustee from serving the Foundation or the Georgia Fruit and Vegetable Growers Association, Inc. in another capacity for which compensation is appropriate.

3. The annual meeting of the Board of Trustees shall be held at such place and on such date as may be determined by the Board of Trustees. Regular meetings of the Board of Trustees may occur at such times and at such places as the Trustees deem appropriate. The Chairman may call a special meeting, and notice thereof need not contain any statement of the business to be transacted except where the meeting is called to consider or vote on amendments to the Articles of Incorporation or the Bylaws.

4. A quorum of the Board shall be a majority of the Board.

5. The Board of Trustees shall be empowered to create such subsidiary offices, such as assistant secretaries, assistant treasurers, etc., as in their discretion, are needed. The Trustees may delegate such powers and such duties, not inconsistent with Georgia statutes, to such officers as in their discretion is deemed warranted. More than one office may be held by the same person, provided that the offices of Chairman and Treasurer may not be held by the same person.

ARTICLE VI NOMINATION AND ELECTIONS

1. At least thirty days prior to the Annual Meeting of the Board of Directors of the Georgia Fruit and Vegetable Growers Association, Inc., the Chairman shall appoint, with the approval of the Board of Trustees, a nominating committee. The Chairman of the nominating committee shall be elected by the committee. The nominating committee shall submit at least one name for each available elective office of the Foundation to the Georgia Fruit and Vegetable Growers Association, Inc. Board of Directors. The recommendations of the nominating

committee shall be provided to the Georgia Fruit and Vegetable Growers Association, Inc. Board of Directors at least ten (10) days prior to the Association's Annual Meeting.

2. The nominating committee may include members chosen from among the list of contributors to the Foundation, of whom not more than one (1) can be past Chairman of the Foundation. Except for the initial nominating committee, the committee shall include one(1) member who served on the Nominating Committee the previous year.

3. The Board of Trustees and officers shall be elected by the Georgia Fruit and Vegetable Growers Association, Inc. Board of Directors by a majority of those present and voting at the meeting of the Board of the Georgia Fruit and Vegetable Growers Association, Inc. at which the election occurs. A majority of the Foundation Trustees shall also be members of the Board of Directors of the Georgia Fruit and Vegetable Growers Association, Inc. The Georgia Fruit and Vegetable Growers Association, Inc. Board of Directors may remove a trustee or officer for cause, at its sole discretion, by a two-thirds vote of the full membership of the Georgia Fruit and Vegetable Growers Association, Inc. Board of Directors.

4. Trustees shall serve for three-year terms or until their successors are elected except that some Trustees may be elected for initial terms of less than three years in order to provide for staggered terms, if so determined by the Board of Directors of Georgia Fruit and Vegetable Growers Association, Inc.

5. Officers shall serve for one-year or until their successors are elected. Their terms shall begin at the meeting of the Georgia Fruit and Vegetable Foundation, Inc. Board of Trustees where they are elected. The Chairman and Vice-Chairman may succeed themselves once. These officers may serve additional terms after a break in service.

6. In the event a trustee or officer vacancy occurs, it shall be filled by the Board of Directors of the Georgia Fruit and Vegetable Growers Association, Inc. at its next regular meeting.

ARTICLE VII EXECUTIVE DIRECTOR

1. The Executive Director of the Georgia Fruit and Vegetable Growers Association, Inc. shall serve as Executive Director of the Foundation.

2. The Executive Director shall be the manager of the Foundation, responsible for all management functions as prescribed by the Board of Trustees and be responsible to the Board. He may employ and may terminate the employment of members of the staff necessary to carry on the work of the Foundation and their compensations within the approved budget. As Executive Director, he shall define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall, in his judgment, be in the interest of the Foundation.

ARTICLE VIII
MISCELLANEOUS

1. The Corporate Seal shall be circular in form and shall contain the name of the Foundation, the year of its creation and the words, "Corporate Seal, State of Georgia." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced otherwise.

2. The fiscal year of the Foundation shall be from January 1, to December 31.

3. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Foundation shall be signed by such officer or officers, agent or agents of the Foundation, and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

4. The account of the Foundation shall be reviewed annually by a certified public accountant when and only when receipts for any one year exceed \$10,000.00 or the fund balance exceeds \$25,000.00.

5. Whenever any notice is required to be given by these Bylaws, personal notice is not meant unless expressly so stated; and any notice so required shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid envelope, addressed to the person entitled thereto, at his last-known post office address, and such notice deemed to have been given under these Bylaws may be waived by the person entitled thereto.

ARTICLE IX
INDEMNIFICATION

1. This Article is intended to provide the broadest indemnification to the Foundation's trustees, officers, officers, employees or agents authorized and permitted by law.

2. The Foundation may, by resolution of the Board of Trustees, provide for the indemnification by the Foundation of any and all of its Trustees, officers, employees or agents, or former Trustees, officers, employees or agents against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they, or any of them are made parties, or a party, by reason of having been a trustee, officer, employee or agent of the Foundation. Such provision may not eliminate or limit liability

(i) for any appropriation, in violation of his duties, of any business opportunity of the corporation;

(ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or

(iii) for any transaction from which the person derived an improper personal benefit.

ARTICLE X
AMENDMENTS

The trustees, by the affirmative vote of a two-thirds majority thereof, may at any meeting, provided the substance of the proposed amendment shall have been stated in the meeting notice, amend or alter any of these Bylaws provided notice of such amendments shall have been provided members of the Board of Trustees at least thirty days in advance of such meeting.

ARTICLE XI
DISSOLUTION

Section 1. The Foundation shall use its funds only to accomplish the objectives and purposes specified in these bylaws and no part of said funds shall inure to the benefit of, or be distributed to, the contributor of the Foundation. On dissolution of the Foundation, any funds remaining shall be distributed in accordance with the Articles of Incorporation.

CERTIFICATION

These Bylaws were adopted and approved this ___ day of _____, 1999.

Secretary