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**ARTICLES OF INCORPORATION OF
IMPORT - EXPORT PRODUCE ASSOCIATION**

FILED
In the Office of the
Secretary of State of Texas
MAY 25 1994
Corporations Section

We, the undersigned natural persons of the age of eighteen years or more, citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of incorporation of such organization:

ARTICLE ONE

NAME

The name of this corporation is **Import-Export Produce Association**

ARTICLE TWO

DURATION

The period of its duration is perpetual.

ARTICLE THREE

The organization is a non-profit corporation.

ARTICLE FOUR

PURPOSE OR PURPOSES

The purpose or purposes for which the corporation is organized are:

(1) The object of this organization is and shall be to unit the Importers and/or exporters of produce into a voluntary non-profit and educational association to promote the profit welfare of the produce industry and to provide a medium for united effort of the importers, exporters, growers, packers, forwarders, carriers and brokers of the produce industry to promote the best interest and welfare of the communities in which they are located and of the United States.

(2) To act as an educational center and medium for the dissemination of knowledge and information as to improved methods of managing and conducting the produce industry.

(3) To take an active interest in the welfare of the Nation, and to cooperate with other organizations and agencies that may have like objectives.

(4) The net income of the Organization shall be used for the benefit of the public, and the produce industry as whole, in a manner as directed by the Board of Directors; however, under no circumstances may any part of the net income of the Organization inure to the benefit of any private member or individual.

ARTICLE FIVE

REGISTERED OFFICE

The address of its initial registered office is 4001 N. Cage, Suite 2, Pharr, Texas, Texas 78577, and the name of its registered agent at such address is Emilio D. Santos.

ARTICLE SIX

DIRECTORS

The number of directors constituting the initial Board of Directors is five (5) and the names and addresses of the persons who are to serve as Directors until the First Membership Meeting or until their successors are elected and qualify are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Emilio D. Santos	President	P O. Box 3916 McAllen, Tx 78502
Roy Garcia	Treasurer	100 Austin Dr., Suite B Pharr, TX 78577
Daniel Peña	Secretary	2201 North 31 St. McAllen, TX 78501
Mary Sotelo	Import Vice President	P.O. Box 970 Hidalgo, TX 78577
Rafael Chacra	Export Vice President	P.O. Box 4447 McAllen, TX 78502

ARTICLE SEVEN

INCORPORATORS

The name and addresses of its incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Emilio D. Santos	P.O. Box 3916 McAllen, Tx 78502
Roy Garcia	100 Austin Dr., Suite B Pharr, TX 78577
Daniel Peña	2201 North 31 St. St McAllen, TX 78501

ARTICLE EIGHT

DISSOLUTION

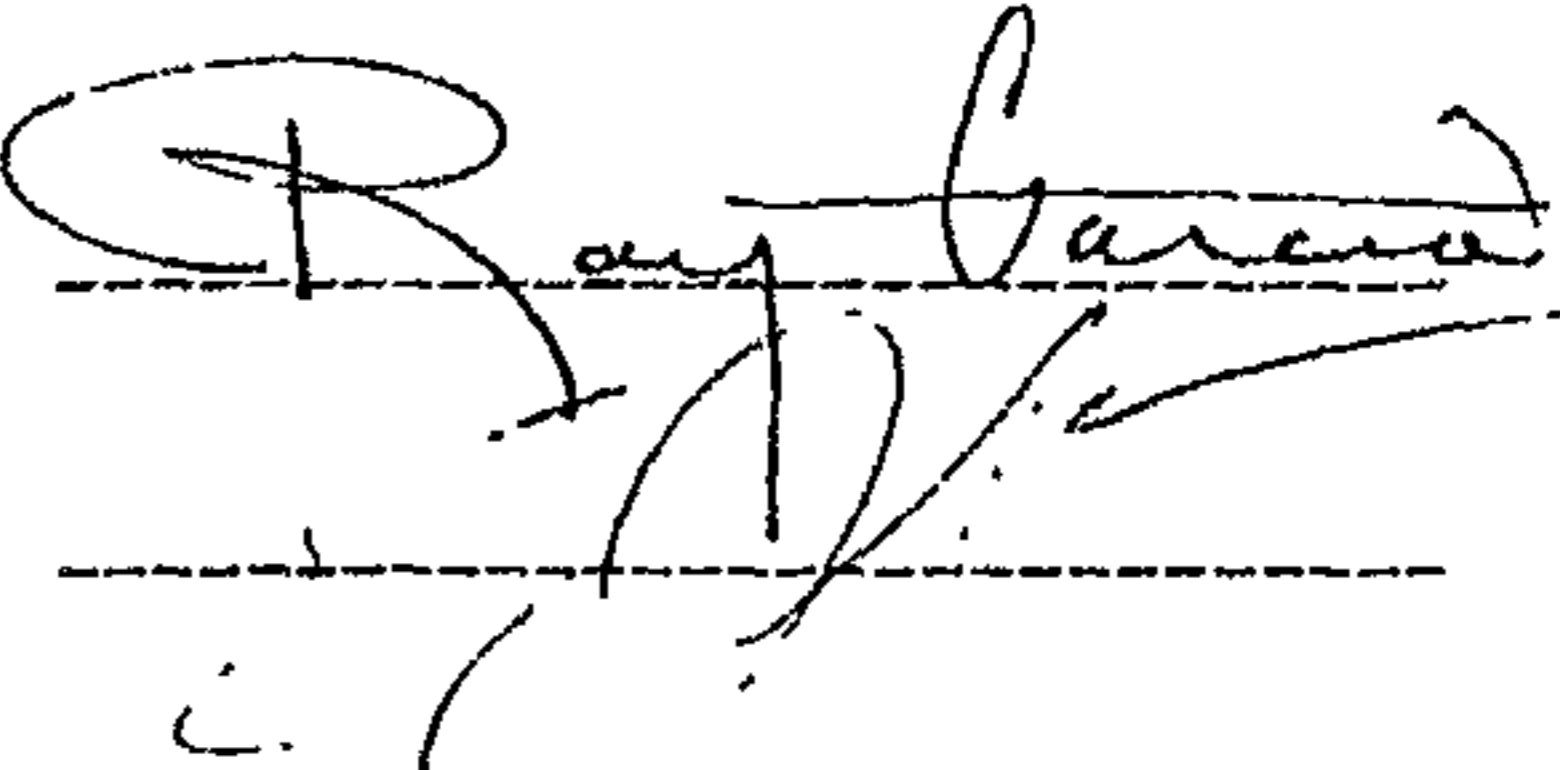
Upon the dissolution of this corporation , its assets remaining after payments, or provision for payment , of all debts and liabilities of this corporation shall be distributed as described in for one or more exempt purposes within the meaning Section 501(c)(3) of The Internal Revenue Code or Shall be distributed to the federal goverment, or to a state or local goverment, for public purpose:

ARTICLE NINE

MEMBERSHIP PROVISIONS

The membership provisions of this corporation shall be stated in the Bylaws of this corporation.

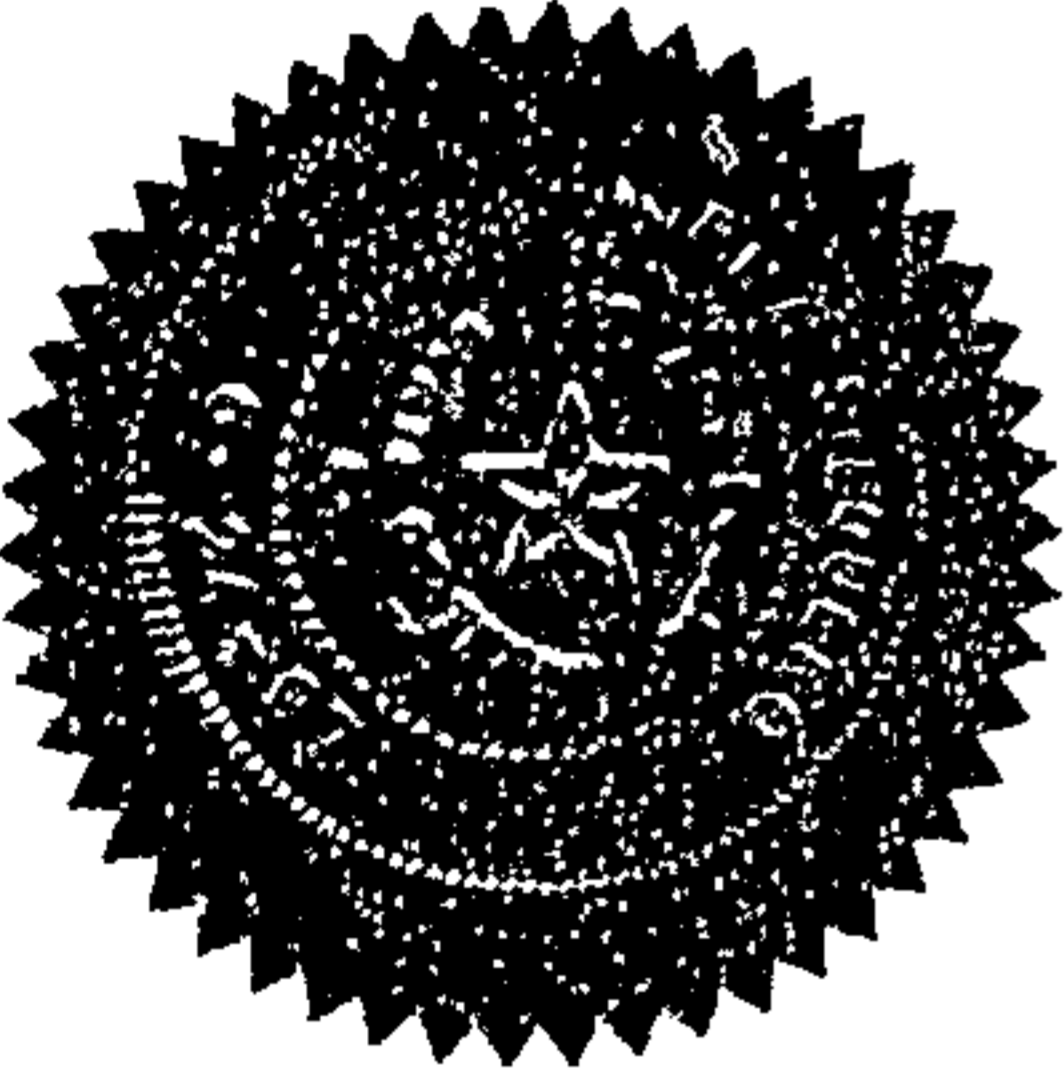
IN WITNESS WHEREOF, we have hereunto set our hands this the 24th day of May a.d., 1994



[Handwritten signature]

State of Texas §
County of Hidalgo §

I, Norma Silguero, a Notary Public, do hereby certify that on this the 24th May 1994, personally appeared before me, DANIEL PEÑA, ROY GARCIA and EMILIO D. SANTOS, who each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.



Norma Silguero
Notary Public
State Of Texas