755718

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): Amended & Restated Articles

1. The Farm Foundation, Inc.
(Corporation Name) (Document #)

2. ______
(Corporation Name) (Document #)

3. ______
(Corporation Name) (Document #)

4. ______
(Corporation Name) (Document #)

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- [ ] Change of Registered Agent
- [ ] Dissolution/Withdrawal
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Examiner's Initials AKR

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

THE FARM FOUNDATION, INC.

THE UNDERSIGNED Chairman of the Board and Secretary of The FARM Foundation, Inc., hereby certify that no members are entitled to vote and that the following amendments to the Articles of Incorporation of The Farm Foundation, Inc., were unanimously approved by the Board of Directors at a Special Meeting held on December 16, 1999, and the Articles, as amended, were ordered restated in their entirety and filed with the Florida Department of State:

RESOLVED that the Articles of Incorporation of The FARM Foundation, Inc., a Florida corporation not-for-profit, original Charter Document Number 755718, shall are and shall be restated as follows:

ARTICLE I

NAME AND LOCATION OF PRINCIPAL OFFICE

Section 1. **Name.** The name of this corporation shall be The FARM Foundation, Inc. and may be abbreviated and referred to in all matters appertaining hereto as "FARM."

Section 2. **Location of Principal Office.** The location of the principal office of this corporation shall be at 216 West College Avenue, Suite 202, in the City of Tallahassee, Leon County, State of Florida, or such other location as may be from time to time designed by the Board of Directors.

ARTICLE II

DURATION AND PURPOSES

Section 1. **Duration.** The life of this corporation shall be perpetual.

Section 2. **Purposes.** This corporation is organized exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), including all purposes permitted by the laws of Florida for not for profit corporations not in conflict with Section 501(c)(3) and shall specifically include, but not be limited to, the following:

a. to build and expand the agricultural base of the State of Florida and the nation by the means and methods described below with emphasis upon the protection of wildlife, fisheries, soil quality and water quality, together with pollution abatement;

b. to provide scientific and technical assistance and services to small farmers and food processors located within and without the State of Florida;

c. to leverage local, state and federal funds and resources with investments and resources from the private sector to promote scientific study and research for the nation's agricultural community;

d. to promote the transfer and development of scientific technology that will enhance the success of the agricultural economy of the nation, and preserve and enhance its erodible farmland and other natural resources and control pollution;

e. to create a more competitive agricultural business environment by introducing farmers into scientific areas of production and marketing;

f. to make capital and management resources available to farm business firms, either directly or through subsidiary and affiliated organizations, with an emphasis on animal waste treatment and recovery systems, e.g. dairy, chicken, hog and fishery waste treatment and recovery systems, as well as the development of alternative agricultural crops and the processing and marketing of such crops and their derivative products and by-products;

g. to encourage participation of foundation members and allied firms in the scientific programs of the foundation;

h. to educate its members and the public about new scientific breakthroughs that have agricultural implications;

i. to acquire, preserve and disseminate alternative cropping data and valuable business information relative to small and large farm businesses;

j. to cooperate with local, regional, state and national groups in the cause of advancing increased scientific knowledge with respect to the nation's agricultural natural resources and their preservation and enhancement;

k. to develop and implement selected services and programs including the presentation of communications events, the collection, preparation and dissemination of scientific information, and the provision of educational and funding opportunities;

l. to cooperate, assist and support agricultural institutions of higher learning, such as the Institute for Food and Agricultural Sciences at the University of Florida and the Florida Agricultural & Mechanical University, in the development of scientific programs for the preservation and enhancement of sound agricultural practices; and

m. to acquire, by donation, gift, bequest, purchase or exchange, developed or undeveloped lands for experimental crop production purposes or ecologically significant developed or undeveloped lands for the preservation of such lands in their natural state and the preservation of native plants or animals, biotic communities or geological or geographical formation for scientific or educational interest or recreational or scenic beauty;

n. to maintain such lands for the purpose of preserving them in their natural state and the maintenance of the natural ecosystem balance relative thereto or to acquire, hold and convey such lands to state, local or federal conservation agencies;

o. to do all and everything, including the making and carrying out of contracts necessary and suitable and proper for the accomplishment of these purposes and the furtherance of said purposes herein set forth and as may otherwise be authorized by the laws of the State of Florida, and to do every other act or acts, thing or things, incidental and pertaining to or growing out of or connected with the aforementioned purposes or any part of parts thereof.

ARTICLE III

POWERS

Section 1. **Non-Inurement.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons; provided that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and reimburse reasonable, documented expenses, including specifically reasonable compensation and reimbursement of costs for attendance at directors meetings by its directors, officers, corporate counsel or other public or private persons whose attendence is requested by the board; and, to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

Section 2. **Non-Intervention in Political Activities.** This corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office or in connection with any attempt to influence the general public or segments thereof with respect to legislative matters, elections or referendums. Notwithstanding this provision, members of the corporation may participate in activities to provide information to representatives of the executive and legislature branches of the government of the State of Florida in connection with existing statutes or proposed legislation impacting or potentially impacting the corporation or its ability to effectively pursue its charitable and public purposes; and, in addition to corporate counsel who shall be so designated, may designate one or more of its directors or officers as representatives before State, local or federal agencies or legislatures, as provided in Section 112.3215, Florida Statutes, or corresponding local or federal laws.

Section 3. **Non-Involvement in Member Affairs.** This corporation shall not have as an objective, purpose or function, nor shall it have the power to engage in any activity respecting its members' individual sales and marketing functions, or independent decisions with respect thereto, nor to effect any type of cooperation by, between or among, this corporation and its members which may violate antitrust laws, or effect, or attempt to influence any member in any such cooperative activity. All activity in violation of this provision is expressly prohibited and shall not be binding on the members of this corporation.

Section 4. **Restrictions on Powers.** Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Untied States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE IV

MEMBERSHIP

Section 1. **Nature of Membership.** There shall be two classes of members: Active and Sustaining.

Section 2. **Active Members.** Active members shall be the only voting members and shall be the members of the Board of Directors of the corporation as from time to time elected pursuant to the By-Laws of the corporation. The initial active members shall be as set forth in Article V, below.

Section 3. **Sustaining Members.** Sustaining members shall mean any person or entity that makes a contribution to the corporation as set forth in the By-Laws of the corporation. Sustaining members shall not be entitled to vote on any matter affecting the corporation but shall otherwise be afforded all rights and privileges as set forth in the By-Laws of the corporation and may hold corporate office other than Board of Director offices and may act as professional advisors to the corporation.

ARTICLE V

BOARD OF DIRECTORS

The lawful authority and powers of this corporation shall be exercised by, and its business shall be conducted and carried on by, or be authorized to be conducted and carried on by, a Board of not less than three (3) nor more than fifteen (15) Directors. The officers of the Board shall consist of a Chairman, a Vice Chairman and a Secretary. The Board shall have the authority to appoint an Executive Committee, all of the members of which shall be members of the Board, and to delegate any of its powers to the Executive Committee which shall exercise said powers subject to the supervision of the full Board. Only members of the Board shall have voting rights. The members of the Board shall be elected in accordance with the corporation's By-Laws of the corporation. The names and addresses of the members of the Board who shall serve until the first election are as follows:

Honorable Wayne Mixson, Chairman
2219 Demeron Road
Tallahassee FL 32312

Fred Beshears, Vice Chairman
Simpson Nurseries
Post Office Box 160
Monticello FL 32345

Forrest Davis, Sr., Secretary
Davis Peach Farms
Route 4 - Box 163
Quincy FL 32351

Bob Lee, Treasurer
Route 4 - Box 292
Quincy FL 32351

Jim Davis
Office of the President
Florida A & M University
Tallahassee FL 32307

Gib DeBusk, Ph.D.
Global Biotechnology
1673 W. Paul Dirac Drive
Tallahassee FL 32310

Robert C. Lee
900 High Point Center
106 E. College Avenue
Tallahassee FL 32301

ARTICLE VI

EXECUTIVE DIRECTOR, CORPORATE OFFICERS AND PROFESSIONAL SERVICES

The Board of Directors shall have the authority to employ an Executive Director and one or more officers and employees and to manage the affairs of the corporation subject to the supervision of the Board. The Board of Directors shall engage such professional services as it deems necessary and proper, but shall engage a non-member individual or firm as general counsel to the corporation and a non-member individual or firm as a certified or chartered public accountant to the corporation. Such Executive Director and officers and employees shall be compensated as provided by the Board of Directors.

ARTICLE VII

VACANCIES

Vacancies occurring on the Board of Directors or corporate offices shall be filled in such manner and at such time and under such conditions as may be set out in the By-Laws of the corporation.

ARTICLE VIII

BY-LAWS

The By-Laws of this corporation shall be made, altered, amended or rescinded only by two-thirds of those members of the Board of Directors present and voting at a regularly called meeting, or at any other meeting of said Board members called for the purpose, provided, however, that in case a meeting is called for this purpose, it shall be called strictly in accordance with the existing By-Laws of the corporation.

ARTICLE IX

DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation by distributing the assets to some other organization or organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 which have similar purpose or purposes to that which is enumerated under Article II herein or to some state, local or federal entity.

ARTICLE X

CORPORATE COUNSEL AND REGISTERED AGENT

The street address of the corporation's current corporate counsel and registered office is Lewis & White, L. C., 216 West College Avenue, Suite 201, Tallahassee, Florida 32301, and the name of its current Registered Agent at such address is A. Eugene Lewis.

ARTICLE XI

AMENDMENTS

These Articles may be amended by two-thirds of those members of the Board of Directors present and voting at any regular or special meeting called pursuant to the By-Laws of the corporation for the purpose of amending the Articles.

IN WITNESS WHEREOF, we have signed our names this 14th day of February, 2000.

THE FARM FOUNDATION, INC.

ATTEST:

Fred H. Beshears, Secretary

By: Wayne Mixson, Chairman

STATE OF FLORIDA

s. s. Tallahassee

COUNTY OF LEON

BEFORE ME, the undersigned authority, appeared Wayne Mixson and Fred H. Beshears, who being personally well-known to me, acknowledged that they executed the foregoing instrument in their capacities of Chairman and Secretary, respectively, and with full authority to do so.

Feb. 14, 2000

Marlow White

NOTARY PUBLIC STATE OF FLORIDA

Marlow V White
My Commission CC581656
Expires Sep. 02, 2000