

N17000012282

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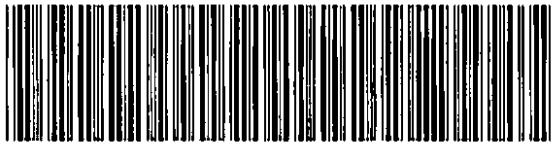
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JUN 26 2018

FILED
18 JUN 21 AM 9:31
CLERK OF SUPERIOR COURT
STATE OF MICHIGAN

Restated
Articles

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Trading Partner Resource Network, Inc.

DOCUMENT NUMBER: N17000012282

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Harlan Pomeroy III

(Name of Contact Person)

TPRN c/o Cafe Campesino Inc.

(Firm/ Company)

725 Millard Fuller Blvd.

(Address)

Americus, GA 31709

(City/ State and Zip Code)

tprnorg@gmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Harlan Pomeroy III

229

942-2573

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Trading Partner Resource Network, Inc.

A Florida Non-profit Corporation

**RESTATED ARTICLES OF
INCORPORATION**

**ARTICLE I
NAME**

1.01 Name

The name of this corporation shall be Trading Partner Resource Network, Inc. The business of the corporation may be conducted as Trading Partner Resource Network, Inc.

**ARTICLE II
DURATION**

2.01 Duration

The period of duration of the corporation is perpetual.

**ARTICLE III
PURPOSE**

3.01 Purpose

The Trading Partner Resource Network, Inc. is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

The purpose of the Trading Partner Resource Network, Inc. is to enable coffee consumers to connect with and make financial contributions directly to the small-scale coffee farmer cooperatives who grow their coffee and in so doing, support the development and sustainability of these cooperatives and their communities. The Trading Partner Resource Network, Inc. also provides small-scale coffee farmer cooperatives with access to up-to-date information about appropriate technologies, best practices, and NGO programs that may be useful for their community development efforts and ongoing efforts to improve the quality of life of their members.

3.02 Non-Profit

Trading Partner Resource Network, Inc. is designated as a non-profit corporation.

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19 JUN 21 AM 9:31
CORPORATION DIVISION
TALLAHASSEE, FLORIDA

ARTICLE IV

NON-PROFIT NATURE

4.01 Non-profit Nature

Trading Partner Resource Network, Inc. is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of Trading Partner Resource Network, Inc. shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Trading Partner Resource Network, Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Trading Partner Resource Network, Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the Trading Partner Resource Network, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Trading Partner Resource Network, Inc. hereunder shall be selected by the discretion of a majority of the managing body of the Trading Partner Resource Network, Inc. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Trading Partner Resource Network, Inc. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying

organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, Section 3.01.

4.05 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V BOARD OF DIRECTORS

5.01 Governance

Trading Partner Resource Network, Inc. shall be governed by its board of directors.

5.02 Manner of Election

Directors are appointed by the incorporator for a term of one (1) year.

5.03 Initial Directors

The initial directors of the corporation shall be Harlan Pomeroy III, William S. Harris, Nema M. Etheridge, and Brian J. Condra.

ARTICLE VI
MEMBERSHIP

6.01 Membership

Trading Partner Resource Network, Inc. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII
AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII
ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The address of the corporation is:

Trading Partner Resource Network, Inc.
1331 South Main Street
Gainesville, FL 32601

The mailing address of the corporation is:

Trading Partner Resource Network, Inc.
1331 South Main Street
Gainesville, FL 32601

ARTICLE IX
APPOINTMENT OF REGISTERED AGENT


9.01 Registered Agent

The registered agent of the corporation shall be:

Harlan Pomeroy III
1331 South Main Street
Gainesville, FL 32601

**ACKNOWLEDGMENT OF CONSENT
TO APPOINTMENT AS REGISTERED AGENT**

I, Harlan Pomeroy III, agree to be the registered agent for the Trading Partner Resource Network Inc. as appointed herein.



Harlan Pomeroy III, Registered Agent

Date: December 10, 2017

December 10, 2017

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

January 1, 2018

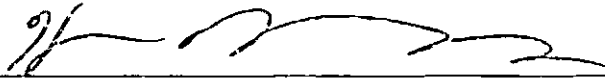
Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated June 19, 2018 _____

Signature  _____

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Harlan Pomeroy III

(Typed or printed name of person signing)

President

(Title of person signing)