

N 000000004011

**EARL W. BADEN, JR.**  
ATTORNEY AT LAW  
1101 SIXTH AVENUE WEST  
BRADENTON, FLORIDA 34205

P.O. Box 1907

PHONE: 747-4456  
FAX: 747-4457

June 7, 2000

200003286042--9  
-06/13/00--01008--020  
\*\*\*\*122.50 \*\*\*\*\*78.75

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

RE: Farm City Week Committee, Inc. Incorporation  
Articles of Incorporation

Dear Representative:

Please find enclosed the following with regard to the above-referenced

1. Original Articles of Incorporation and copy for certification.
2. Check #2119 in the amount of \$122.50

Please return the certified copy of articles and all other documents to Earl W.  
Baden, Jr., P. O. Box 1907, Bradenton, FL 34206.

Thank you for your cooperation.

Very truly yours,

*Earl W. Baden, Jr.*  
Earl W. Baden, Jr.

EWB:bjm  
enclosures

JK 6/19

FILED  
00 JUN 12 PM 2:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

00 JUN 12 PM 2:57

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Articles of Incorporation**  
**of**  
**FARM CITY WEEK COMMITTEE, INC.**  
**CORPORATE NAME**

The name of this corporation is FARM CITY WEEK COMMITTEE, INC.

**ARTICLE II**  
**CORPORATE NATURE**

This is a non-profit corporation, organized solely for general and educational purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

**ARTICLE III**  
**DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE IV**  
**GENERAL AND SPECIFIC PURPOSES**

The specific and primary purpose for which this corporation is formed is to educate the urban area as to the importance of agriculture in our community.

**ARTICLE V**  
**MANAGEMENT OF CORPORATE AFFAIRS**

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than five (5) persons. The number of directors of the corporation shall be five (5), provided, however, that such number may be changed by a by-law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of

directors and until the qualification of the successors in office. Annual meetings shall be held at 1303 17th Street West, Palmetto, FL 34221 on the fourth (4th) Thursday of May of each year at a time to be determined, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the by-laws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Ralph Garrison	6012 18th Avenue East Bradenton, FL 34208
Brenda Rogers	1303 17th St. W. Palmetto, FL 34221
Betty Glassburn	1303 17th St. W. Palmetto, FL 34221
Earl W. Baden, Jr.	1101 Sixth Avenue West Bradenton, FL 34205
Bob Sweat	305 15th Street West Bradenton, FL 34205

The corporate mailing address is as follows: 1303 17th Street West, Palmetto, FL 34221-2934.

B. Corporate Officers: The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the By-laws of this corporation may authorize the Directors to elect from time to time. Initially, such

officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

	Name	Address
President	Ralph Garrison	6012 18th Avenue East Bradenton, FL 34208
Vice President	Brenda Rogers	1303 17th St. W. Palmetto, FL 34221
Secretary	Betty Glassburn	1303 17th St. W. Palmetto, FL 34221
Treasurer	Earl W. Baden, Jr.	1101 Sixth Avenue West Bradenton, FL 34205

#### **ARTICLE VI EARNINGS AND ACTIVITIES OF CORPORATION**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers 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 IV hereof.

Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

#### **ARTICLE VII DISTRIBUTION OF ASSETS**

Upon 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 in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(3) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE VIII  
MEMBERSHIP**

The qualification for members and the manner of their admission shall be regulated by the by-laws for this corporation.

**ARTICLE IX  
SUBSCRIBERS**

Name

Address

Earl W. Baden, Jr.

1101 Sixth Avenue West  
Bradenton, FL 34205

**ARTICLE X  
AMENDMENT OF BY-LAWS**

Subject to the limitations contained in the by-laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, by-laws of this corporation may be made, altered, rescinded, added to, or new by-laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the by-laws.

**ARTICLE XI  
DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof.

**ARTICLE XII  
REGISTERED AGENT AND OFFICE**

The name and address of the corporation's registered agent and office shall be as follows:

**James Wm. Knowles, Esquire  
2812 Manatee Avenue West  
Bradenton, FL 34205**

**ARTICLE XIII  
AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-laws of this corporation.

I the undersigned being the Subscriber and Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the state of Florida, have executed these Articles of Incorporation, this 7<sup>th</sup> day of June, 2000.

Witnessed by:

Louder D. Selman Earl W. Baden Jr.  
Subscriber/Incorporator  
Bobbette J. Marks

STATE OF FLORIDA  
COUNTY OF MANATEE

Before me, the undersigned authority, personally appeared, Earl W. Baden, Jr., to me known to be the person who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed such instrument who provided \_\_\_\_\_ as identification or who is personally known to me.

In Witness Whereof, I have hereto set my hand and seal this 7<sup>th</sup> day of June, 2000.

Louder D. Selman  
NOTARY PUBLIC  
MY COMMISSION # CC697264 EXPIRES  
January 15, 2002  
BONDED THRU TROY FAIR INSURANCE INC.

Acceptance by Registered Agent:

I, James Wm. Knowles, hereby am familiar with and accept the duties and responsibilities as Registered Agent for FARM CITY WEEK COMMITTEE, INC.

James Wm. Knowles  
Registered Agent