

NO1000007780

WILLIAM J. ROBERTS

Requestor's Name

217 South Adams Street

Address

Tallahassee, FL 32301 224-5169

City/State/Zip

Phone #

APPROVED  
AND  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Florida Agricultural Resources Mobilization Foundation, Inc.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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NEW FILINGS	
	Profit
XX	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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to*

Examiner's Initials

*[Signature]*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**FLORIDA AGRICULTURAL RESOURCES MOBILIZATION  
FOUNDATION, INC.**

The undersigned, citizens of the United States, desiring to form a Non-for-Profit Corporation, pursuant to Chapter 617, Florida Statutes, do hereby certify as follows:

**ARTICLE I**

**Name**

The name of the corporation shall be: FLORIDA AGRICULTURAL RESOURCES MOBILIZATION FOUNDATION, INC.

**ARTICLE II**

**Principal Office**

The street address of the initial principal office of this corporation shall be: 12 North Elm Street, Fellsmere, FL 32948.

**ARTICLE III**

**Purposes, Objects, Powers**

1. The corporation is organized and shall be operated exclusively for the following purposes:
  - Further agricultural research and development of new procedures to enhance the economic viability of agriculture in Florida and elsewhere, including pollution abatement, recycling and marketing.
2. The objects or goals of the corporation shall be:
  - Engage in pilot projects to reduce pollution from agricultural operations, Develop uses for byproducts of pollution abatement programs.
  - Contract with others to build and operate composting facilities.

3. As a means of accomplishing the foregoing purposes, the Corporation shall have the following powers:

- Engage in any activity not prohibited by state, federal or local laws.

#### ARTICLE IV

##### Term of Existence

This corporation shall have perpetual existence.

#### ARTICLE V

##### MANNER OF ELECTION

The corporate powers of the Corporation shall be vested in a Board of Directors, consisting of no less than <sup>three</sup> (3) and not more than seven (7) members, as shall be provided in the Bylaws. Where not inconsistent with the expressed provisions of these Articles, the Board of Directors shall have the rights, powers and privileges prescribed by law for directors of not-for-profit corporations.

Within the standards and limitations prescribed herein, the qualifications and terms of office, manner of selection of members of the Board of Directors, and the time, place and manner of calling meetings, giving notice of and conducting the meetings of the Board of Directors, and the number of Directors which shall constitute a quorum at the meetings of the Board of Directors shall be prescribed by the Bylaws of the corporation.

The Board of Directors may appoint an individual to serve as Executive Vice President of the Corporation, and shall prescribe the manner of appointment, the term of office, duties and compensation of the Executive Vice President. The Executive Vice President may be removed only by concurrence of a majority of the members of the Board of Directors.

The Board of Directors, by majority vote at any properly constituted meeting, shall fill such vacancies as may occur on the Board and may remove members of the Board in accordance with the Bylaws of the corporation. The Board of Directors, by majority vote of those present at any properly constituted meeting, may appoint advisory committees for such purposes as the Board shall deem necessary.

#### ARTICLE VI

##### Officers

The corporation shall have a President, a Secretary and a Treasurer. There shall be such vice presidencies and assistant officerships as the Board of Directors shall, in its discretion, determine. The offices of President, Secretary and Treasurer may not be filled by the same individual. The President, Secretary and Treasurer, as the Executive Committee, shall manage the affairs of the corporation.

Each of the following named individuals shall serve in the offices set opposite their names below, until the first annual meeting of the Board of Directors.

<u>NAME</u>	<u>OFFICE</u>
Tom Adams	President 12 North Elm Street Fellsmere, FL 32948
Stan Bates	Secretary 12 North Elm Street Fellsmere, FL 32948
Steve Ring	Treasurer 12 North Elm Street Fellsmere, FL 32948

The duties, qualifications, manner and time of elections, and terms office of all officers of the corporation shall be as prescribed by Bylaws of the corporation.

#### ARTICLE VII Membership

Corporate members shall be the officers and board of directors of the Corporation.

#### ARTICLE VIII Indemnification

The corporation shall indemnify and save harmless any and all persons who shall serve, or who shall have served at any time as Directors, members of the Executive Committee or officers, their respective heirs, administrators, successors, and assigns from and against any and all expenses, claims or losses of any description, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding which may be asserted against them, or any of them, by reason of their being or having been directors, members of the Executive Committee, or officers, except in relation to matters as to which any such trustee, members of the Executive Committee or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any Bylaws, agreements or otherwise.

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## ARTICLE IX

### Amendments

These Articles of Incorporation may be amended by a concurrence of two-thirds of those present at any regular or special meeting of the Board of Directors, provided a quorum is present and ratified by the membership at its next regular meeting, and provided, also, in the case of a special meeting, that said meeting shall have been called for the purpose of such amendment.

## ARTICLE X

### Bylaws

Bylaws of the corporation shall be approved, altered, rescinded, or amended by concurrence of two-thirds of those present at any regular or special meeting of the Board of Directors, provided a quorum is present, and ratified by two-thirds of the membership at its next regular meeting, and provided, in the case of a special meeting, that said meeting shall have been called for the purpose of such amendment.

## ARTICLE XI

### Dissolution

Upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which shall be then qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal Government, or to a state or local government, for a public purpose, and none of the assets will be distributed to any member, officer, or director of the corporation.

## ARTICLE XII

### Non-Stock Basis

The corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not-for-Profit Corporation Act and shall not have the power to issue shares of any type or class.

## ARTICLE XIII

### INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

William J. Roberts  
217 South Adams Street  
Tallahassee, FL 32301

ARTICLE XIV  
INCORPORATOR

The name and address of the Incorporator is:

William J. Roberts  
217 South Adams Street  
Tallahassee, FL 32301

IN WITNESS WHEREOF, the undersigned incorporator has affixed his signature hereto this 1st day of November, 2001.

Signed, sealed and delivered in  
the presence of:

Charles W. Horn  
Witness

William J. Roberts  
WILLIAM J. ROBERTS, INCORPORATOR

CHARLES W. HORN  
Typed/Printed Name of Witness

Nerina De Falco  
Witness

NERINA DE FALCO  
Typed/Printed Name of Witness

STATE OF FLORIDA     )  
COUNTY OF Leon     )

The foregoing instrument was acknowledged before me this 1st day of November, 2001, by WILLIAM J. ROBERTS, incorporator of the foregoing Articles of Incorporation. Personally known X OR Produced Identification \_\_\_\_ Type of Identification produced \_\_\_\_



Margarita H. Grant  
NOTARY PUBLIC  
MARGARITA H. GRANT  
Typed/Printed Name of Notary  
Commission No. CC 732699  
My commission expires: 8/10/02

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent to accept service of process for the above-named corporation at the place designated in this Certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

DATE Nov. 1, 2001

William J. Roberts  
WILLIAM J. ROBERTS  
REGISTERED AGENT  
217 South Adams Street  
Tallahassee, FL 32301

STATE OF FLORIDA     )  
                                  )  
COUNTY OF Leon     )

The foregoing instrument was acknowledged before me this 1st day of November, 2001, by WILLIAM J. ROBERTS, who is personally known to me or who has produced \_\_\_\_\_ as identification and he did not take an oath.



Margarita H. Grant  
NOTARY PUBLIC  
MARGARITA H. GRANT  
Printed or Typed Name of Notary Public  
Commission No. CC 732699  
My commission expires: 8/10/02

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AND  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA