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FLORIDA NON-PROFIT CORPORATION

Sarasota Downtown Farmers Market, Inc.

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ARTICLES OF INCORPORATION
OF

SARASOTA DOWNTOWN FARMERS MARKET, INC.

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, FLA. STAT. Ch. 617, (2003), do hereby make and adopt the following Articles of Incorporation:

ARTICLE I - NAME AND CORPORATE ADDRESS

The name of the Corporation is as follows: SARASOTA DOWNTOWN FARMERS MARKET, INC. and its principal address is 157 Garden Lane, Sarasota, FL 34242

ARTICLE II - NOT FOR PROFIT

The Corporation is a nonprofit corporation as defined in §617.01401(4)(5) Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law. No part of the net earnings of the Corporation shall inure to the benefit of any private Member or individual. No Member of the Corporation shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation.

ARTICLE III - DURATION

The duration of the Corporation is perpetual.

ARTICLE IV - PURPOSES

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida which strives to promote, improve and enhance Downtown Sarasota, including but not limited to the bringing area residents and visitors to the Downtown area by means of a year round, open air market offering fresh produce, organic produce, flower, plants, various food products as well as artists and craftspeople; to promote business and community development by promoting programs of civil, social and cultural natures which are designed to increase the functional and aesthetic values of the downtown area of the City of Sarasota; to create a better understanding and appreciation of the businesses, professions and residences located in the City of Sarasota downtown area; and improve the general market area.

ARTICLE V - POWERS

Solely for the foregoing Purposes, the Corporation shall have the following powers:

- A. To publicize and promote the Purposes of the Corporation to area residents, visitors and local merchants.
- B. To exercise all rights and powers conferred by the laws of Florida upon nonprofit

(H04000047568 3)

corporations, including but not limited to the following: to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property.

C. To engage in and transact any other lawful activity, solely in furtherance of the foregoing Purposes, for which nonprofit corporations may be incorporated under the Florida Nonprofit Corporation Act, and any successor or amendment to said Act.

D. To do such other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the Purposes of the Corporation.

ARTICLE VI – LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but 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 – Purposes hereof.

ARTICLE VII – TAX EXEMPT

It is intended that the Corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 (the "Code") and an organization described in Section 501(c)(6) of the code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. All references in these Articles to sections of the Internal Revenue Code or Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE VIII – DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the authorized purpose of the Corporation as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of exclusively for such purpose by the Circuit Court of the county in which the principal office of the Corporation is located. None of the assets shall be disposed of or diverted to any other purpose.

ARTICLE IX – MEMBERS

The Corporation shall have Voting Members who shall be chosen and may be removed by vote of the Board of Directors and who shall have all the rights and privileges of members of the Corporation. In addition, the Bylaws may provide for Nonvoting Members of one or more classes, none of which shall have the right to vote, and who shall be chosen and may be removed by the Board of Directors. Voting Members and Nonvoting Members shall be admitted in such manner and shall have such rights and privileges as are set forth in the Bylaws. There are no initial Nonvoting Members. The name and address of each initial Voting Member is as follows:

(H04000047568 3)

Name:

Kim Morrison
John O'Donnell
Charley Crowley
Franck Johannessen
Chris Keesecker

Address:

529 S. Palm, Sarasota, FL 34236
5162 Cedar Hammock Drive, Sarasota, FL 34232
16423 Jo Mar Road, Sarasota, FL 34240
1031 Racimo Drive, Sarasota, FL 34240
5320 Angles Avenue, Sarasota, FL 34235

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is P.O. Box 11001, Sarasota, FL 34278, and the name of its initial Registered Agent is R. Craig Harrison, Esq., Lyons, Bcaudry & Harrison, P.A., 1605 Main Street, Suite 1111, Sarasota, FL 34236.

ARTICLE XI - INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is seven (7). The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The Voting Members shall elect the Directors at an annual meeting of Voting Members. The Bylaws may provide for ex officio and honorary Directors, and their rights and privileges. The name and address of each initial Director of the Corporation is as follows:

Name:

Paul Thorpe

Address:

157 Garden Lane, Sarasota, FL 34242

Ernie Ritz

1442B First Street, Sarasota, FL 34236

Charley Crowley

16423 Jo Mar Road, Sarasota, FL 34240

Franck Johannessen

1031 Racimo Drive, Sarasota, FL 34240

Kim Morrison

529 S. Palm, Sarasota, FL 34236

John O'Donnell

5162 Cedar Hammock Drive, Sarasota, FL 34232

Marilyn Nunan

5280 Huntingwood Court, Sarasota, FL 34235

Chris Keesecker

5320 Angles Avenue, Sarasota, FL 34235

ARTICLE XII - OFFICERS

The Officers of the Corporation shall consist of a President, one or more Vice Presidents, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws or by resolution of the Board of Directors. Each Office shall be elected by the Board of Directors and may be removed by the Board of Directors at such time and in such manner as may

(H04000047568 3)

be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>Title:</u>	<u>Name:</u>	<u>Address:</u>
President	Paul Thorpe	157 Garden Lane, Sarasota, FL 34242
Vice President	John O'Donnell	5162 Cedar Hammock Drive, Sarasota, FL 34232
Secretary	Franck Johannessen	1031 Racimo Drive, Sarasota, FL 34240
Treasurer	Marilyn Nunan	5280 Huntingwood Court, Sarasota, FL 34235

ARTICLE XIII - INCORPORATORS

The name and address of each Incorporator is as follows:

<u>Name:</u>	<u>Address:</u>
Paul Thorpe	157 Garden Lane, Sarasota, FL 34242

ARTICLE XIV - BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors. The provision of §617.0206 and 617.0207 Florida Statutes, as amended from time to time, shall govern the Bylaws.

ARTICLE XV - AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and any rights and privileges conferred upon the Members, Directors or Officers are subject to this reservation.

ARTICLE XVI - NONSTOCK BASIS

This Corporation is formed on a nonstock basis and shall not issue shares of stock.

ARTICLE XVII - INDEMNIFICATION

The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law.

ARTICLE XVIII - RIGHT OF VOTING MEMBER TO SELECT ONE DIRECTOR

Each of the Voting Members shall have the right to select one (1) Director of the Corporation. By accepting membership in this Corporation, each Voting Member agrees to abide by this right, agrees to elect each Voting Member's representative as a Director and agrees not to remove that Voting Member's representative as a Director as long as the Voting Member remains a Voting Member of this Corporation. This Article may not be amended in any way without written consent of all Voting Members.

(H04000047568 3)

(H04000047568 3)

ARTICLE XIX - COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with §617.0123 Florida Statue, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation, except that if they are not file by the Florida Department of State withing in five (5) days, exclusive of legal holidays, after that date, then corporate existence shall commence upon filing by the Florida Department of State.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 3 day of March, 2004.



PAUL THORPE, Incorporator

(H04000047568 3)

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of SARASOTA DOWNTOWN FARMERS MARKET, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 25th day of February, 2004.



R. CRAIG HARRISON, Registered Agent
Lyons, Beaudry & Harrison, P.A.
1605 Main Street, Suite 1111
Sarasota, FL 34236

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