

N04000002696

Tom Adams

(Requestor's Name)

11550 CE 507

(Address)

PO Box 279

(Address)

FELSMORE FLA 32948

(City/State/Zip/Phone #)

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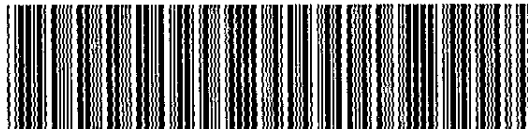
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

**"THE AGRICULTURE FACILITIES ADMINISTRATION
AND MANAGEMENT FOUNDATION, INC."**

I. NAME. The name of the corporation shall be:

THE AGRICULTURE FACILITIES ADMINISTRATION AND
MANAGEMENT FOUNDATION, INC.

II. PURPOSES, OBJECTS, POWERS, LIMITATIONS.

A. PURPOSES. The foundation is organized and shall be operated exclusively
for the following purposes:

1. To conduct business for scientific, educational, and charitable purposes.
2. To provide systems, facilities, and services to support new or improved agricultural and scientific "breakthroughs", technologies, systems, and methods especially as these relate to the charitable purposes of reducing governmental and societal burdens through protection of natural resources or the preservation and restoration of the environment, and to facilitate and manage the cost-effective implementation of same by public or applicable agricultural community;
3. To provide systems, facilities, and services to support new or improved agricultural and scientific technologies, systems, and methods as these relate to a reduction in government or private costs and burdens associated with the production, marketing, packaging, and distribution of agricultural products and commodities;
4. To promote, facilitate, manage, and support experimental or applied agricultural and related research projects and programs of various federal and state governmental agencies having association to the field of agriculture, or of accredited institutions of higher learning or other recognized educational or instructional institutions such as but not limited to the United States Department of Agriculture, Florida Department of Agriculture, Florida Department of Environmental Protection, University of Florida, and Florida Agricultural and Mechanical University;
5. To promote and support the projects, programs, activities, and efforts of other public and private foundations, institutions, or charities recognized

as tax-exempt under the provisions of I.R.C. section 501(c)(3), such as but not limited to the FARM Foundation, Inc., where the purposes, objects, activities, and efforts of such entities are functionally related to agriculture and when such promotions and support are consistent with this foundation's purposes, objects, and powers;

6. To promote, prepare, and distribute educational materials and to conduct educational forums, lectures, and seminars all as relate to informing and instructing the general public or applicable agricultural community concerning the results, implications, or implementation of agricultural projects and programs promoted, facilitated, managed, or supported by this foundation;
7. To especially encourage, assist, and financially support "beginning and minority farmers, producers, and service providers in the individual or overall management and implementation of the projects or programs promoted, facilitated, managed, or supported by this foundation; and,
8. To do all and everything necessary and proper for the accomplishment and furtherance of the express purposes set forth above.

B. OBJECTS. The objects and goals of this foundation are:

1. To develop, manage, and implement projects and programs of cost-effective technologies, systems, and methods which will ultimately reduce the amount of residual nutrient waste at cattle, swine, and dairy production facilities thereby improving air and water quality, including but not limited to the dairy and swine waste reduction and compost programs in Florida and North Carolina currently being managed and implemented by this corporation for the benefit of the USDA Natural Resources Conservation service in conjunction with the Institute for Food and Agricultural Science ("IFAS") at the College of Agriculture at the University of Florida.
2. To develop, manage, and implement projects and programs of cost-effective technologies, systems, and methods for marketing, packaging, and distributing agricultural products which will reduce present environmental impacts or will otherwise reduce public and private costs and burdens associated with same, including but not limited to the development, support, and management of computerized or web-based marketing and distribution alternatives such as Ag Marketing.Org, Inc.;
3. To facilitate and manage the inclusion of IFAS's educational and research materials "on-line" on the Ag Marketing.Org website and to promote and encourage the use of such educational materials by other institutions, government agencies, the agricultural community, and the general public;

4. To encourage, promote, and support existing or future programs or efforts of accredited institutions of higher learning, including, but not limited to support and promotion of the Florida Agricultural and Mechanical University's involvement with the African Farmer's Initiative funded by the United States Agency for International Development, as such programs or efforts relate to minority contractor participation in this foundation's activities or as such programs relate to affecting this foundation's purposes by and among minority or beginning farmers, producers, or service providers; and,
 5. To undertake any other proper goal or object not inconsistent with this foundation's express purposes.
- C. **POWERS.** As means of accomplishing the foregoing purposes and objects, this foundation shall have all the powers now or hereafter conferred by Florida law upon corporations not for profit, including the power to solicit all available private and public funds in the manner prescribed by law, and including all powers necessary or convenient to affect any or all of this foundation's purposes subject only to the limitations as are or may be prescribed by law and these Articles of Incorporation.
- D. **LIMITATIONS.** This foundation's purposes, objects, and exercise of powers shall be subject to the following limitations:
1. This foundation's purposes for which it is organized are exclusively religious, charitable, scientific, literary, and/or educational within the meaning of present I.R.C. section 501(c)(3), or any future corresponding provision of U.S. tax law, and the corporation has no power to affect any other purposes;
 2. Notwithstanding any other provision of these articles, this foundation shall not operate or carry on any activities not permitted by present I.R.C. section 501(c)(3), or any future corresponding provisions of U.S. tax law, and has no power to operate in a manner contrary to or inconsistent with such provisions and shall take no action which would otherwise jeopardize its general status as a 501(c)(3) tax-exempt entity;
 3. Upon a dissolution of the foundation, assets shall be distributed for one or more exempt purposes within the meaning of I.R.C. section 501(c)(3), or any future corresponding section of U.S. tax law or shall be distributed to some federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the foundation is then located exclusively for such purposes. No income or assets of foundation will ever be distributed to any member, officer, or director except as permitted in the form of compensation or reimbursement.

4. While this foundation may manage and support programs and projects of other related tax-exempt entities and may generally "associate" with same as according to its express purposes, this corporation shall not be construed to be a "partner," "stakeholder," "member," "joint venturer," or any other like term with similar legal connotation with or of such entities and shall make no statement or take any action to imply otherwise, except as may be affected by a purchase of stock or shares in an entity or as may be expressly agreed to in writing signed by such entity and this corporation.

III. DURATION. The foundation's existence shall be perpetual.

IV. ADDRESS. The business of the foundation shall be principally conducted at: 22 N. Mulberry Street, Fellsmere, Florida 32948; and, all foundation mail/ correspondence shall be directed to: P.O. Box 279, Fellsmere, FL 32948.

V. REGISTERED AGENT AND OFFICE. The Registered Agent of the foundation presently is: William J. Roberts, whose street address is 217 S. Adams St., Tallahassee, FL 32301.

VI. BOARD OF DIRECTORS. The names and addresses of the present members of the Board of Directors are:

Tom B. Adams	11550 C.R. 507, Fellsmere, FL 32948
Jodie Nanni	4302 Sioux Court, St. Cloud, FL 34772

VII. OFFICERS. The foundation shall have a President, a Secretary, and a Treasurer. There shall be such additional vice presidents and assistant officers as the Board of Directors shall, in its discretion, determine. The offices of President and Treasurer may not be filled by the same individual; otherwise, individuals may hold dual offices. The President, Secretary, and Treasurer, as the Executive Committee, shall manage the affairs of the corporation. The duties, qualifications, manner, and time of elections and terms of office of all Officers of the foundation shall be prescribed by Bylaws of the foundation.

The officers of the Foundation are:

Tom B. Adams	Chairman and President
Jodie Nanni	Secretary-Treasurer

VIII. MEMBERS. There are no members in this foundation.

IX. BOARD OF DIRECTORS. The corporate powers of the foundation shall be vested in a Board of Directors ("Board"), consisting of not less than three (3) and not more than nine (9) members, as shall be provided in the Bylaws. Where not inconsistent with the expressed provisions of these Articles, the Board shall have

the rights, powers, and privileges prescribed by law for directors of not-for-profit corporations.

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

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

The Board, 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, by majority vote of those present at any properly constituted meeting, may appoint advisory committees for such purposes as the Board shall deem necessary.

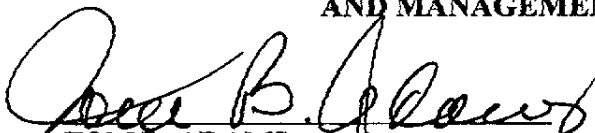
- X. INDEMNIFICATION.** The foundation shall indemnify and hold harmless any and all persons who shall serve, or who shall have served at any time as Directors, Executive Committee members, or Officers, their respective heirs, administrators, successors, and assigns from and against any and all expenses, 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, Executive Committee members, or Officers, except in relation to matters as to which any such Director, Executive Committee member, Officer, or person shall be adjudged in any action, suit, or proceeding to be liable for his/her/its own negligence or misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those hereby indemnified may be entitled under any Bylaws, agreements, or otherwise.
- XI. AMENDMENTS.** These articles of incorporation may be further amended by a concurrence of two-thirds (2/3) of those present at any regular or special meeting of the Board, provided a quorum is present.
- XII. BYLAWS.** Bylaws of the corporation shall be approved, altered, rescinded, or amended by concurrence of two-thirds (2/3) of those present at any regular or special meeting of the Board, provided a quorum is present.

XIII. 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 then be qualified for exemption I.R.C. section 501(c)(3), 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 Officer or Director of the foundation.

XIV. NON-STOCK BASIS. The foundation 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.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation of the 11 day of March, 2004.

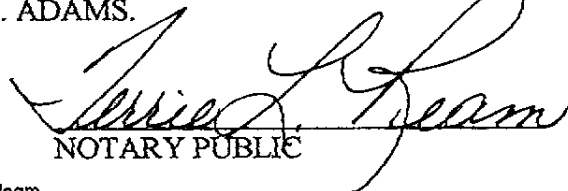
**THE AGRICULTURAL FACILITIES ADMINISTRATION
AND MANAGEMENT FOUNDATION, INC.**


TOM B. ADAMS
11550 C.R. 507
Fellsmere, FL 32948


JO D I E N A N N I
4302 Sioux Court
St. Cloud, FL 34772

STATE OF FLORIDA
COUNTY OF Leon

The foregoing instrument was acknowledged before me this 16th day of March, 2004, by TOM B. ADAMS.


NOTARY PUBLIC




Terrie L. Ream
MY COMMISSION # DD109506 EXPIRES
May 9, 2006
BONDED THRU TROY FAIN INSURANCE CO.

Typed/Printed Name of Notary
Commission No. _____
My commission expires: _____

Personally Known ✓ OR Produced Identification _____
Type of Identification Produced _____

STATE OF FLORIDA
COUNTY OF Osceola

The foregoing instrument was acknowledged before me this 11th day of March, 2004, by JODIE NANNI.

Judith C. Lavery
NOTARY PUBLIC
 Judith C. Lavery
My Commission DD261600
Expires October 26, 2007
Typed/Printed Name of Notary
Commission No. _____
My commission expires: _____

Personally Known ✓ OR Produced Identification _____
Type of Identification Produced _____

Name and street address of Florida registered agent:

William J. Roberts
217 S. Adams St.
Tallahassee, FL 32301

Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

William J. Roberts
WILLIAM J. ROBERTS
Registered Agent