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Account Number : 076077001702  
Phone : (407) 841-1200  
Fax Number : (407) 423-1831

FLORIDA NON-PROFIT CORPORATION

Socially Accountable Farm Employers, Inc.

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STATE OF FLORIDA  
DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION**  
**OF**  
**SOCIALLY ACCOUNTABLE FARM EMPLOYERS, INC.**

The undersigned, acting as incorporators of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby form a corporation not for profit under the laws of the State of Florida and adopt the following Articles of Incorporation for such corporation:

**ARTICLE I - NAME OF CORPORATION**

The name of this corporation shall be Socially Accountable Farm Employers, Inc.  
(the "Corporation")

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE  
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office and mailing address of the Corporation is 800 North Magnolia Avenue, Suite 1500, Orlando, Florida, 32803.

**ARTICLE III - PURPOSES AND POWERS OF CORPORATION**

A. The Corporation is organized exclusively as a business league or board of trade pursuant to Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (the "Code"). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of this Corporation shall include, but shall not be limited to, promoting the fair and ethical treatment of agricultural workers by: (1) providing services to agricultural producers related to the employment of field and packinghouse workers, which may include the development of best management practices, certification programs, and auditing systems; (2) educating agricultural producers on applicable

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federal and state laws and regulations governing the employment of their workforce; and  
(3) supporting housing, education, childcare and other similar initiatives that enhance the quality of life for agricultural workers and their families.

B. This Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Code.

#### ARTICLE IV - MEMBERS

The Corporation shall have no members.

#### ARTICLE V - ELECTION OF DIRECTORS

The Board of Directors of the Corporation shall be elected as provided in the Bylaws. The Board of Directors shall at all times consist of at least three (3) persons.

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ARTICLE VI - INITIAL REGISTERED OFFICE  
AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 800 North Magnolia Avenue, Suite 1500, Orlando, Florida, 32803, and the name of the initial registered agent of this Corporation at that address is Dean Mead Services, LLC. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators of this Corporation are:

Name	Address
Michael J. Stuart	800 Trafalgar Court, Suite 200 Maitland, FL 32751
Barbara Mainster	402 W. Main Street Immokalee, FL 34142

ARTICLE VIII - TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - DISSOLUTION OF CORPORATION

Upon the dissolution of this Corporation, after the payment or provision for the payment of all of the liabilities of this Corporation, all of the assets of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of


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the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

**ARTICLE XI - AMENDMENT TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended, repealed or altered, in whole or in part, by a vote of seventy-five percent (75%) of the directors entitled to vote, as set forth in the Bylaws, at any regular or special meeting of the directors called for such purpose in accordance with the provisions of the Bylaws.

IN WITNESS WHEREOF, the undersigned incorporators have made and subscribed these Articles of Incorporation this 2<sup>nd</sup> day of November, 2005.

  
Michael J. Stuart

  
Barbara Mainster

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503 of the Florida Statutes.

DEAN MEAD SERVICES, LLC

By: Dean, Mead, Egerton, Bloodworth,  
Capouano & Bozarth, P.A., Sole Member

By:   
Jane D. Callahan, Vice President

Date: 11/2/05

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IN AND FOR THE COUNTY OF ORANGE, FLORIDA

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