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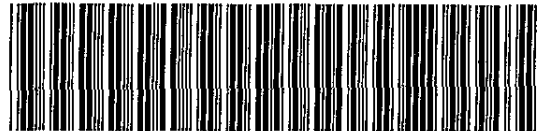
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06 MAR 16 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



Mary Ellen Davis

Attorney and Counselor at Law
P.O. Box 1720
17 High Drive, Suite C
Crawfordville, Florida 32326

Phone: (850) 926-6003
Fax: (850) 926-4944

March 15, 2006

Florida Department of State
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation of Association of Nature-Based Business, Inc.

To Whom It May Concern:

Enclosed for filing are the Articles of Incorporation of Association of Nature-Based Business. **Please note the effective date of the above-referenced corporation is five (5) business days prior to filing.**

Also enclosed is a check in the amount of \$78.75, representing payment of the filing fee and one certified copy. Please return the certified copy to me, **Mary Ellen Davis, Post Office Box 1720, Crawfordville, FL 32326.**

Please call me if you have any questions or require additional information. Thank you for your courtesies in this regard.

Sincerely,

Mary Ellen Davis

MED/bcd
Enclosures

cc: Mr. Joseph C. Barry (w/o enclosures)

**ARTICLES OF INCORPORATION
OF THE
ASSOCIATION OF NATURE-BASED BUSINESS, INC.
(NOT FOR PROFIT)**

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06 MAR 16 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, hereby execute this document for the purpose of becoming a corporation not for profit under the laws of the State of Florida.

The effective date of this corporation shall be Five (5) business days prior to filing, as provided by Florida Statute, Sec. 617.0203(1).

ARTICLE I: NAME

The name of this corporation shall be:

ASSOCIATION OF NATURE-BASED BUSINESSES, INC.

The principal place of business of this corporation shall be 177 Lonesome Road, Crawfordville, Florida, 32327, but it shall have the power to transact business in any other place or places both within and without the State of Florida and throughout the world. The mailing address of the corporation shall be Post Office Box 40, Crawfordville, Florida 32326.

ARTICLE II: NATURE AND PURPOSE

The general nature of the business to be transacted and carried on by this corporation not for profit and its objects and purposes are to conduct any and all lawful business not for profit, and especially such business consistent with the provisions hereinafter provided, and it shall have all the powers conferred by the laws of the State of Florida upon not for profit corporations as fully and to the same extent as natural persons might or could do in all parts of

the world, namely:

To establish and operate an organization not for profit with the purpose of forming an alliance between nature-based businesses, government and conservation groups to further economic sustainability of nature-based businesses and other related activities; and to do everything necessary, convenient, suitable or proper for the accomplishment of any of the purposes or for the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to, or expedient for, the protection or for the benefit of this corporation not for profit.

The foregoing and following provisions shall be construed as objects in furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and the enumeration in these Articles of specific powers and objects shall not be held to limit or restrict in any manner the powers of this corporation not for profit; but this corporation not for profit may do all and everything necessary, suitable or proper for the accomplishment of any purpose or object, either along or in association with other corporations, firms or individuals, to the same extent and as full as individuals might or could do as principals, agents, contractors or otherwise.

ARTICLE III: MEMBERSHIP

Membership, if any, and the rights of the members, including rights upon termination of membership and manner of termination of membership; the rights of members upon termination of the corporation; the transferability or non-transferability of membership, shall be stated in the by-laws. Classification of membership, if any, shall be stated in the by-laws.

ARTICLE IV: DURATION

The corporation shall have perpetual existence, unless sooner voluntarily dissolved according to law.

ARTICLE V: ELECTION OR APPOINTMENT OF DIRECTORS AND OFFICERS

The method of election of Directors shall be stated in the bylaws. The number of directors of this corporation shall be fixed in the bylaws, but must consist of a minimum of Three (3) directors at all times.

The original by-laws of this corporation shall be made, prepared and adopted by the Board of Directors of the corporation by a majority vote thereof. Thereafter the said by-laws may be amended by the Board of Directors at any regular meeting of said Board of Directors or at any special meeting for which said meeting is called by a majority of the directors present. Officers, duties of office, and manner of election or appointment of officers shall be described by the bylaws. The bylaws or the board of directors shall delegate to one of the officers responsibility for preparing minutes of the directors and members meetings and for authenticating records of the corporation.

ARTICLE VI: DIRECTOR CONFLICTS OF INTEREST

Director Conflicts of Interest issues shall be addressed pursuant to Section 617.0832, Florida Statutes, restated substantially as follows.

No contract or other transaction between the corporation and one or more of its directors, or any other corporation, firm, association, or entity in which one or more of its directors are directors, officers, or financially interested shall be void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or her or their votes are counted for such purpose if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee that authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;

(b) The fact of such relationship or interest is disclosed or known to the members entitled to vote on such contract or transaction, if any, and

they authorize, approve, or ratify it by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the members.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof that authorizes, approves, or ratifies such contract or transaction.

Each officer and director of the corporation shall disclose to the Board of Directors his relationship with any person, firm or entity with which this corporation seeks to transact business and each such officer and director shall act in good faith with respect to such transaction.

ARTICLE VII: INDEMNIFICATION

The Board of Directors is authorized, to the extent allowable by law, to indemnify any officers, directors, employees, or other agents of the corporation for any liability arising out of an act performed in furtherance of the officers', directors', employees', or agents' duties to the corporation. The Board of Directors may adopt an indemnification policy more restrictive than that allowed by law but shall set forth the indemnification policy in the corporation's by-laws and shall not deviate therefrom without amending said by-laws.

ARTICLE VII: INCORPORATORS

The names and addresses of the incorporator to these Articles of Incorporation are as follows:

Joseph C. Barry
177 Lonesome Rd.
Crawfordville, FL 32327

Sue Ann Smith
59 Saddletree Trail
Crawfordville, FL 32327

ARTICLE VIII: INITIAL DIRECTORS

The names and addresses of the Directors who shall serve as the first Directors of the Board of Directors of the corporation who shall hold office until their successors are elected or appointed and have qualified, are as follows:

Joseph C. Barry
177 Lonesome Rd.
Crawfordville, FL 32327

Sue Ann Smith
59 Saddletree Trail
Crawfordville, FL 32327

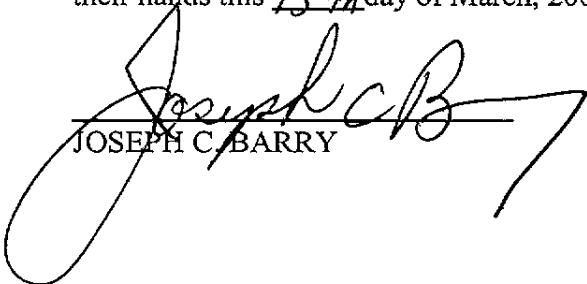
Jerry Evans
7833 Smith Creek Highway
Sopchoppy, FL 32358

Robert Seidler
367 Buckhorn Creek Rd.
Sopchoppy, FL 32358

ARTICLE IX: REGISTERED AGENT

Joseph C. Barry is designated as the corporation's agent to accept service of process within Florida at 177 Lonesome Road, Crawfordville, FL 32327, which is the street address of the initial registered agent for this corporation.

IN WITNESS WHEREOF, the undersigned subscribers, above-named as the incorporators of ASSOCIATION OF NATURE-BASED BUSINESSES, INC., have hereunto set their hands this 15th day of March, 2006.


JOSEPH C. BARRY

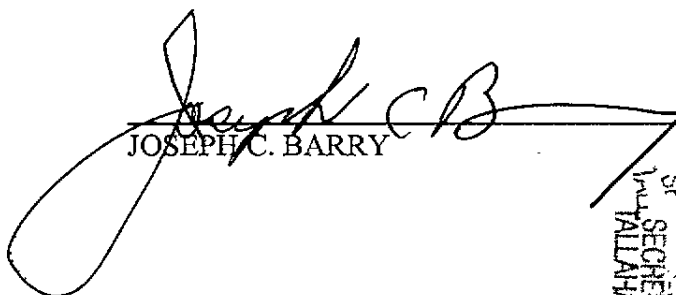

SUE ANN SMITH

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

STATE OF FLORIDA
OFFICE OF THE SECRETARY OF STATE

The undersigned, JOSEPH C. BARRY, having been designated as Agent for the service of process with the State of Florida, upon the ASSOCIATION OF NATURE-BASED BUSINESSES, INC., a corporation not for profit, organized under the laws of the State of Florida, does hereby accept the appointment as such agent for the above-named corporation.

IN WITNESS WHEREOF, the name of said registered agent is hereunto affixed at, Crawfordville, Wakulla County, Florida, this 15th day of March, 2006.


JOSEPH C. BARRY

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St. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA