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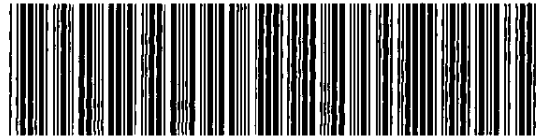
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers MAY 11 2009

NO9-20151
309

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Winter Garden Community Garden Project, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

Rick Cromer

Name (Printed or typed)

14651 Whittridge Dr

Address

Winter Garden, FL 34787

City, State & Zip

407 217 2272

Daytime Telephone number

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TALLAHASSEE, FLORIDA

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NOTE: Please provide the original and one copy of the articles.

**Articles of Incorporation
Of
Winter Garden Community Garden Project, Inc.
(A Not For Profit Corporation)**

We, the undersigned natural persons of age twenty-one (21) years or more, acting as incorporators of a corporation, Not For Profit, adopt the following articles of Incorporation for such corporation pursuant to Chapter, 617, of Title 34 of the Statutes of the State of Florida.

**Article I
Name**

The name of the corporation shall be Winter Garden Community Garden Project, Inc.

**Article II
Duration**

The term of the corporation shall be perpetual.

**Article III
Principal Office, Registered Agent and Address**

The Address of the Corporation's principle office is 347 Bayside Ave, Winter Garden, FL 34787. The registered agent of the corporation is Jerry Carris, 347 Bayside Ave, Winter Garden, FL 34787

**Article IV
Corporate Seal**

The corporate Seal of the corporation shall have inscribed thereon the name of the corporation, the year of it's incorporation and the words "CORPORATE SEAL" and "FLORIDA."

**Article V
Purposes**

This garden is being produced to bring together many people of differing backgrounds to a common cause of growing vegetables in an efficient and bountiful manner. Education on gardening, harvesting, preparing and preserving the produce is paramount. This corporation will offer many social benefits to the Winter Garden community.

- 1) To develop and provide educational horticulture training for residents of Winter Garden and Southwest Orange County;

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TALLAHASSEE, FLORIDA

- 2) To provide community garden plots at minimal cost to all that wish to participate;
- 3) To provide designated garden plots for distribution to needy persons in the community through local food banks;
- 4) To lesson tensions within disadvantaged communities and combat neighborhood deterioration by assisting residents so that they are able to improve their neighborhood and the quality of their lives;
- 5) To provide administrative support and services to disadvantaged persons or groups to enable them to develop necessary skill for successful self-sufficiency;

In furtherance, but not in limitation to the forgoing purposes, the corporation shall have the power and authority:

- 1) To receive assistance, money (as grants or otherwise), real or personal property and any other form of contribution, gifts, bequest or devise from any person, firm, entity or corporation to be utilized in the furtherance of the necessary objects and purposes of this corporation; to enter into agreements or contracts for contributions to the corporation for its objects and purposes, provided however, that the gifts shall be subject to the acceptance by the Board of Directors as required by the bylaws.
- 2) To distribute, in a manner, form and method, and by means determined by the Board of Directors of this corporation, any and all forms of contributions received by it in carrying out the programs of the corporation in furtherance of its stated purposes. Money and real or personal property contributed to the corporation in furtherance of those objects and purposes are and shall continue to be impressed with a trust for such purposes; and
- 3) Each and all of the objects, purposes and powers of the corporation, however, shall be exercised, construed and limited in their application to accomplish the purpose for which this corporation is formed.

Article VI

Limitation

- 1) Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from the federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law.
- 2) The corporation shall not carry on propaganda or otherwise attempt in any way to influence legislation or participate or intervene in (including the publishing or distribution of statement), any political campaign on behalf of any candidate for public office.
- 3) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to it's directors, officers and members except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth above.

Article VII

Management

The management of the corporation shall be vested in a Board of Directors. The number 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 not be less than five (5). The Directors shall be elected in the manner prescribed by the bylaws.

The name and addresses of each Director and their position in the corporation are as follows.

Charlie Mae Wilder, President
254 11th Street
Winter Garden, FL 34787

Pat Primrose, Vice President
1070 Dolphin Dr.
Winter Garden, FL 34787

Nancy Reid, Secretary
245 N. Central Ave
Winter Garden, FL 34787

Sandra James, Treasurer
13162 Moro Ct.
Winter Garden, FL 34787

Ken White, Member
995 Tildenville School Rd
Winter Garden, FL 34787

Rick Cromer, Member
14651 Whittridge Dr
Winter Garden, FL 34787

Dan O'Neil, Member
14651 Whittridge Dr
Winter Garden, FL 34787

Article VIII

Dissolution

The regulation of internal affairs of the corporation, including the distribution of assets on dissolution, shall be provided for in the bylaws and shall include that:

- 1) Upon dissolution of the corporation or winding down of its affairs, the assets of the corporation shall be applied and distributed as follows:
 - (a) All liabilities and obligations of the corporation shall be paid, satisfied and discharged or adequate provisions shall be made.
 - (b) Assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution or winding down, shall be returned, transferred or conveyed in accordance with such requirements; and

- (c) All remaining assets not disposed of under either of the preceding paragraphs (a) or (b) shall be transferred or conveyed to one or more religious, charitable, education or scientific organizations (i) which are described in section 509 (a) (1), (2), or (3), and (ii) to which deductible contributions can be made under section 170(c) (2), 2522 (a)

- 2) as the Board of Directors shall select.

Article IX

Indemnification

Every Director and officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) to which a Director or officer may be a party or may become involved by reason of being or having been a director or officer at any time such expense incurred, except when the Director or officer is adjudged guilty of, or liable for, willful malfeasance in the performance of duties; provided that the event of settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approve such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled by law.

Article X

Fiscal Year

The fiscal year of the corporation shall begin March 1st and end on February 28th each calendar year, except in a leap year when the fiscal year shall end on February 29th.

Article XI

Territory

The territory in which the operations of the Corporation is principally to be conducted is Winter Garden, Florida 34787

Article XII

Rules of Order

The rules contained in the current edition of Roberts Rules of Order, newly revised, shall govern all meetings of the corporation.

Article XIII
Amendments

These Articles of Incorporation may be amended when such amendment is proposed and adopted by a resolution by the Board of Directors of the corporation at any business meeting of the corporation and shall become effective when such a resolution is duly certified by the Secretary of the corporation and filed with the Secretary of State of Florida.

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED
OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

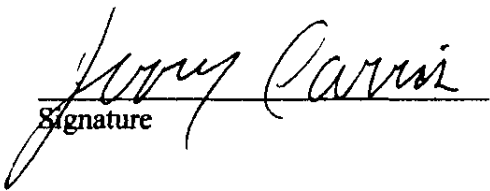
1) The name of the corporation is:

Winter Garden Community Garden Project, Inc.

2) The name and address of the registered agent and office is:

Jerry Carris
347 Bayside Ave
Winter Garden, FL 34787

Having been named as registered agent and to accept service of process for the above stated corporation and the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature


Date

IN WITNESS WHEREOF, we the undersigned do acknowledge these Articles of Incorporation and accordingly have hereunto set hands this 1 day of April A.D. 2009. The Board of Directors adopted these Articles of Incorporation on March 31, 2009 A.D.

Charlie Mae Wilder
Charlie Mae Wilder

Patricia Primrose
Patricia Primrose

Nancy Reid
Nancy Reid

Sandra James
Sandra James

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared:

Charlie Mae Wilder
Patricia Primrose
Nancy Reid
Sandra James

To me well known to be the persons described in the foregoing Amended and Restated Articles of Incorporation and Acknowledge before me that they subscribe to same.

Georgia Ann Richardson
Notary Public

