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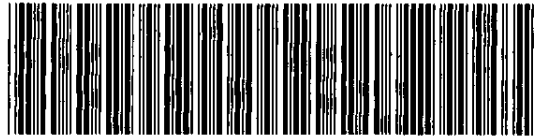
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TALLAHASSEE, FLORIDA

2009 MAY 18 P 4: 05

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ARTICLES OF INCORPORATION

Oak Hill Seafood Cooperative, Inc. (A Florida Not for Profit Cooperative Association)

The undersigned incorporator, for the purpose of forming a Florida not-for-profit cooperative association, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME OF THE CORPORATION

The name of the corporation is:

Oak Hill Seafood Cooperative, Inc.

ARTICLE II PURPOSE

As set forth in the Bylaws, the THE OAK HILL SEAFOOD COOPERATIVE, INC., hereinafter "OHSFC" has been formed for the following purposes:

1. To operate exclusively for charitable and educational purposes, including but not limited to improvement of the condition of the poor, the underprivileged, and the victims of discrimination and alienation. The cooperative shall be engaged in the production, preserving, drying, packing, canning, bottling, shipping, or marketing of agricultural products, as defined in s. 618.01, or in the manufacture or preparation of any confection, extracts, oils, juices, or byproducts, or three or more persons engaged in the production and marketing of aquatic products and sponges. The efforts of the cooperative are to stimulate the economy and rebuild the strength of and the opportunities for water-related businesses in Oak Hill while enabling the commercial fisherman to regain their capacity to support their families from the water by establishing a viable resource to build and promote the brand of Oak Hill seafood products throughout the world.
2. To accomplish these purposes, the Board shall have the authority to exercise all the powers conferred upon corporations formed under the Florida state law in order to accomplish its charitable and educational purposes, including but not limited to the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated; provided that only such powers be exercised as are permitted to be exercised by a nonprofit corporation which qualifies as a corporation described in Section 501 (c)(3) of the Internal Revenue Code as amended; nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.

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**ARTICLE III
PRINCIPAL PLACE OF BUSINESS**

The principal place of business address:

700 North US Highway 1
Oak Hill, FL 32759

The mailing address of the corporation is;

700 North US Highway 1
Oak Hill, FL 32759

ARTICLE IV

TERM

The term for which it is to exist, will be at minimum 5 years, with the organization continuing at the will of the board of directors, not exceeding 50 years.

ARTICLE V

BOARD OF DIRECTORS

Section 1. General Powers.

The Board of Directors of the "OHSFC" shall constitute its governing body. It shall manage, control, and direct the affairs and property of the corporation and subject to these by-laws shall have all powers necessary to carry out the purposes of the Center as specified in the laws of the U.S. and Florida state law

Section 2. Composition of the Board.

- (a) The members of the initial Board shall be those three (3) persons named as directors in the Articles of Incorporation plus such persons as shall be added to the Board before 03/23/09. Thereafter, the Board shall consist of not less than seven, not more than thirteen. The term of all directors shall continue until termination by death, the effective date of resignation, or the date of his service period in accordance with these By-laws.
- (b) Vacancies in the Board of Directors and any Board position to be filled by an increase in the number of directors may be filled at any meeting of the Board upon nomination and a vote of a majority of the members of the Board present at such meeting.
- (c) A director may resign from the Board at any time by giving notice in writing thereof. A director may be removed by the vote of 51% of the Board members present at any meeting of the Board.

- (d) The voting power and the property rights and interest of each member shall be equal, and the property rights and interests, respectively, of each member may and shall be determined and fixed, but the association shall have power to admit new members, who shall be entitled to vote and to share in the property of the association with the old members, in accordance with such general rule. This provision of the articles of incorporation shall not be altered, amended or repealed except by the unanimous written consent or the vote of all the members.
- (e) OHSFC shall not have a capital stock, and its business shall not be carried on for profit.
- (f) Any person, or any number of persons, in addition to the original incorporators, may become members of OHSFC, upon such terms and conditions as to membership and subject to such rules and regulations as to their, and each of their, contract and other rights and liabilities between it and the member, as the said association shall provide in its bylaws.
- (g) A certificate of membership shall be issued to each member but the said membership, or the said certificate thereof, shall not be assigned by a member to any other person, nor shall the assigns thereof be entitled to membership in the association or to any property rights or interest therein. Nor shall a purchaser at execution sale, or any other person who may succeed, by operation of law or otherwise, to the property interests of a member, be entitled to membership or become a member of the association by virtue of such transfer. The board of directors may, however, by motion duly adopted by it, consent to such assignment or transfer and to the acceptance of the assignee or transferee as a member of the association, but the association may, by its bylaws, provide for or against the transfer of membership and for or against the assignment of membership certificates, and also the terms and conditions upon which any such transfer or assignment shall be allowed.

Section 3. Meeting of the Board

- (a) The annual meeting of the Board shall be held in June of each year. A regular meeting of the Board, in addition to the annual meeting shall be held at least once a year. Special meetings of the Board shall be called by the chairman at the request of the President or at the request of any two directors.
- (b) The time and place of all meetings of the Board shall be designed by the chairman. Meetings may be held either within or without the City of Oak Hill.
- (c) At least ten days notice shall be given to each director of the annual and regular meetings of the Board. Special meetings of the Board may be held if at least days notice is given of such meeting. Any director may waive notice of any meeting by submitting a signed waiver of notice whether before or after the meeting.
- (d) Fifty-one percent (51%) of the directors shall constitute a quorum for the transaction of business at any meeting of the Board except that if a quorum shall not be present at a meeting, a (Percent) of the directors present may adjourn the meeting from time to time without further notice.

- (h) All matters shall be decided by a vote of 51% of the directors present at any meeting at which a quorum is present, except as otherwise provided by statute, the Articles of Incorporation or these By-Laws.
- (i) Any action which is required or permitted to be taken at any meeting of the Board of Directors or of any committee of the Board may be taken by oral agreement without a meeting, if within ten days after such oral agreement, the text of the resolution or matter agreed upon is sent to all members of the Board and more than a 51% of the Board do not object to such action in writing within ten days of the mailing of such text.
- (j) The conditions upon which, and the time when, membership of any member in the association shall cease is determined by a fifty-one percent (51%) vote of the directors; the mode, manner and effect of expulsion of a member is subject to the right of the expelled member to have the board of directors (equitably) appraise the expelled member's property interests in the association and to affix the amount thereof in money, and to have the money paid to him or her within 60 days after such expulsion.
- (k) The Manner in which directors are elected or appointed is:

As provided in the Bylaws.

ARTICLE VI. COMMITTEES

Section 1. Executive Committee.

The Board of Directors shall designate from its members an Executive Committee consisting of at least directors. Except as otherwise required by law or these By-Laws, the Executive Committee shall have all the authority of the Board in the management of OHSFC during such time as the Board is not meeting and may authorize the seal of the Corporation to be affixed to all papers which may require it. A quorum for the transaction of business by the Executive Committee shall consist of 51% of the total membership of the Executive Committee, and decisions shall be made by a 51% vote at a meeting at which a quorum is present. The Executive Committee shall keep regular minutes of its proceedings and shall report the same to the Board at regular meetings of the Board or more often if appropriate. A report of any executive proceedings shall be available upon request by any member of the Board. Vacancies in the membership of the Executive Committee shall be filled by the Board at a regular or special meeting.

Section 2. Other Committees.

The Board of Directors may create such other committee or committees of its members or other persons which committees shall have such authority as the Board or these By-Laws direct.

Section 3. President

The President shall be entitled to participate in meetings of the Board, the Executive Committee, or all other committees but, unless a member of the Board, shall not be entitled to vote.

ARTICLE VII. OFFICERS

Section 1.

The officers of the Corporation shall be a President, a Secretary, a Treasurer, and such other officers as may be deemed necessary by the Board. Officers shall receive such salary as fixed by the Board and need not be Directors of the Corporation. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2.

The President shall be elected annually by the Board, such election to be conducted at its regular annual meeting. The other officers shall be appointed annually by the President, subject to the approval of the Board.

Section 3.

The President may be removed, for or without cause, by the Board of Directors at any time. Other officers may be removed for any cause by the President of the Board. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. The President.

(a) The President shall be the principal officer of the Corporation and, subject to the control of the Board of Directors, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with the purposes of the Corporation and the policies and directives approved by the Board.

(b) He/She may sign deeds, bonds, mortgages, or other instruments and enter into agreements necessary to carry out the objectives of the corporation except where the Board or these By-laws require the signature of some other officer or agent of the corporation.

Section 5. The Secretary.

The Secretary shall be responsible for the keeping of an accurate record of all meetings of the Board of Directors, shall have custody of the corporate seal, see that all notices are duly given in accordance with these By-laws or as required by law, and, in general, perform all duties customary to the office of Secretary.

Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the purposes of the Corporation.

Section 4.

Fiscal Year. The fiscal year of the Corporation shall be fixed by the Board of Directors.

Section 5.

Auditing of Books. At least one month prior to the annual meeting of the Board of Directors the President shall cause the accounts of the Corporation to be audited by a certified public accountant and a full statement of the finances shall be submitted to each member of the Board.

Section 6.

The following provisions are also established:

PROVIDED THAT, if for any reason, the operations of the Co-operative are terminated or wound up or are dissolved and there remains at that time, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be given and paid to some other nonprofit organization in Volusia County, Florida having objects similar to those of the Co-operative.

PROVIDED THAT, the Co-operative shall be carried on without purpose of gain to the members, and that any surplus, or any accretions of the Co-operative shall be used solely for the purpose of the Co-operative, and the promotion of its objects.

PROVIDED THAT, no part of the income of the Co-operative shall be payable to or otherwise available for the personal benefit of any member thereof.

PROVIDED THAT, the Directors and Officers who are Directors shall serve as such without remuneration and shall not receive directly or indirectly any profit from their positions as such:

PROVIDED THAT, a Director or Officer who is a Director may be paid reasonable expenses incurred by him/her in the performance of his/her duties.

LIABILITY: The liability of the members is limited.

ARTICLE XI. AMENDMENTS.

Except as otherwise provided by the Articles of Incorporation or By-laws, these By-laws may be altered, amended, or repealed or new By-laws may be adopted by a vote of 2/3 of the total number of directors at any meeting of the Board, if at least ten days written notice is given each member of the Board of intention to alter, amend or repeal or to adopt new By-laws as such.

Section 6. The Treasurer.


The Treasurer shall perform all duties customary to that office, shall have the custody of and be responsible for all corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements, assets and liabilities in the books of the organization. He shall deposit or cause to be deposited all monies or other valuable effects in the name of the Corporation in such depositories as shall be selected by the Board or Executive Committee.

ARTICLE VIII

REGISTERED AGENT

The name and Florida street address of the registered agent is:

Julie L. Wood
277 Cypress Avenue
Oak Hill, FL 32759



Registered Agent: Julie L. Wood

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**ARTICLE IX
MEMBERSHIP FEE**

(i) The amount of membership fee is \$100, to be paid annually, to carry on the business of the association to be paid at the annual meeting in June. Forfeiture of the interest of the member in the association for nonpayment of annual dues will occur if dues are not paid by July 15th or 30 days after the annual meeting.

**ARTICLE X
GENERAL PROVISIONS**

Section 1.

Seal. The seal of the Corporation shall be circular in form and shall have inscribed thereon words: OHSFC and the words: "Corporate Seal."

Section 2.

Checks. All checks, drafts, or other orders for the payment shall be signed by such officer of officers or such other person or persons as the Board of Directors may from time to time designate.

Section 3.