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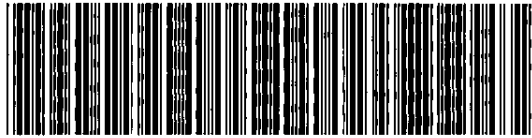
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TALLAHASSEE, FLORIDA

B. McKnight MAY 27 2009

Round Lake Cooperative, Inc.
234 ½ 9th Ave NE
St. Petersburg, FL 33701

May 19, 2009

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
ATTN: Not for Profit Corporation Filings

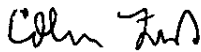
Re: Articles of Incorporation, Round Lake Cooperative, Inc.

Dear Sir or Madam:

Enclosed herewith are duplicate original articles of incorporation for the above-referenced Florida not-for-profit corporation. Please return the second original plus a certificate of status to us in the enclosed self-addressed stamped envelope.

Enclosed is \$78.75 to cover all of the required fees.

Very truly yours,



Colin Fiske, President

ARTICLES OF INCORPORATION

For

ROUND LAKE COOPERATIVE, INC.

The undersigned, natural person of the age of 18 years or more, acting as incorporator and President of a corporation not-for-profit, adopts the following Articles of Incorporation for such corporation not-for-profit (herein the "Corporation") pursuant to Chapters 607, 617, 618, and 619 of the Florida Statutes.

ARTICLE 1. CORPORATE NAME

The name of the Corporation shall be:

ROUND LAKE COOPERATIVE, INC.

ARTICLE 2. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business of the Corporation is:

234 ½ 9th Ave NE
St Petersburg, FL 33701

The mailing address of the Corporation is:

234 ½ 9th Ave. NE
St Petersburg FL 33701

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CORPORATION OF FLORIDA
ALABAMA, FLORIDA

ARTICLE 2. NAME REQUIREMENTS PURSUANT TO STATUTE

The Corporation's name is distinguishable from the name of any corporation, agricultural cooperative marketing association, or nonprofit cooperative association existing or doing business in this state under chapters 607, 617, 618, or chapter 619.

ARTICLE 3. CORPORATE PURPOSE

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including but not limited to promoting ecologically sustainable living in the Round Lake area of St. Petersburg, Florida. The Corporation is not engaged in the production of agriculture and is not a nonprofit cooperative association existing or doing business in this state under chapters 607, 617, 618, or 619, and its name is distinguishable from any such entity pursuant to the laws of the State of Florida.

ARTICLE 4. RESTRICTIONS ON CORPORATE POWERS

The Corporation shall possess all powers granted corporations not-for-profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations and in addition thereto the following restrictions shall pertain:

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth in Article 3 hereof. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a not for profit corporation organized pursuant to the Florida statutes and Florida law.

ARTICLE 5. DURATION OF CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE 6. DISPOSITION OF ASSETS UPON DISSOLUTION

In the event of dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, shall dispose of all of the assets of the Corporation exclusively for such purposes and to such entities as are purposes and receipt entities authorized for corporations exempt from federal income tax under IRC § 501(c)(3), as amended.

ARTICLE 7. MEMBERS

a. Membership shall be open to all natural persons over the age of 18 years who are interested in furthering the charitable purposes of this Corporation as set forth in Article 3. Membership status shall be determined by the Board of Directors in the adoption of Bylaws and Amendments thereto from time to time, and may embrace the qualifications for active, inactive, honorary, sustaining and lifetime membership, and establish membership fees therefor.

b. Dues for the various classes of membership shall be determined from time to time by the board of Directors in the adoption of Bylaws and Amendments thereto.

c. Membership meetings shall be held as scheduled and notice shall be given each member in advance of such meeting as determined by the Board of directors in the adoption of Bylaws.

ARTICLE 8. SUBSCRIBERS

The names and residences of the subscribers to these Articles of Incorporation who constitute the founding members of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
COLIN FISKE	234 ½ 9 th Ave NE St Petersburg FL 33701
CHRISTINE CASS	234 ½ 9 th Ave NE St Petersburg FL 33701
CHRISTINE ALLAMANNO	934 7 th St. N. St. Petersburg FL 33701
RICK SMITH	934 7 th St. N. St. Petersburg FL 33701

ARTICLE 9. OFFICERS

a. The affairs of the Corporation Shall be managed by a president, a vice president, a secretary, and treasurer who shall perform the usual functions of said offices together with such additional officers as may be from time to time constituted and appointed by the Board of Directors or as may be provided in the Bylaws.

b. Officers of the Corporation shall be elected by the Board of Directors at annual meetings of the Board of Directors. All officers shall continue to serve until the election of their successors.

c. The names and addresses of the officers who are to serve until the first annual meeting of the Directors are:

<u>OFFICER</u>	<u>NAME AND ADDRESS</u>
President	COLIN FISKE 234 ½ 9 th Ave NE St Petersburg FL 33701
Vice President	CHRISTINE CASS

2341/2 9th Ave NE
St. Petersburg FL 33701

Secretary RICK SMITH
 934 7th St. N.
 St. Petersburg FL 33701

Treasurer RICK SMITH
 934 7th St. N.
 St. Petersburg FL 33701

d. Any vacancy appearing in any office prior to the first annual meeting of the Board of Directors shall be filled by action of the Board of Directors and any vacancy occurring after the first annual meeting shall be filled in accordance with the Bylaws.

ARTICLE 10. BOARD OF DIRECTORS

a. The Corporation shall be governed by a Board of Directors each of whom shall be members of the Corporation and shall be elected by the membership in the manner provided for in the Bylaws. The Board of Directors may be increased or decreased as provided in the Bylaws but in no case shall the number of directors be less than three (3).

b. Directors shall hold their offices for three (3) years or such other period as the Bylaws shall determine and shall serve until their successors are elected and qualify.

c. The number of Directors constituting the initial Board of Directors is three (3) persons and the names and addresses who are to serve as initial Directors until the first annual meeting of the Corporation and the election, and qualification of their successors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
CHRISTINE CASS	234 ½ 9 th Ave NE St Petersburg FL 33701
RICK SMITH	934 7 th St. N. St. Petersburg FL 33701
CHRISTINE ALLAMANNO	934 7 th St. N. St. Petersburg FL 33701

ARTICLE 11. ACCEPTANCE OF GIFTS, DEVISES AND BEQUESTS; APPLICATION THEREOF

The officers or Directors of the Corporation may accept on its behalf any designated contribution, gift or devise consistent with the general purposes of the Corporation. Where consistent with the needs of the Corporation designated contributions by donors will be accepted and designations honored as to special funds, purposes or uses. The Corporation at all times reserves all rights over, interest in and control of such contributions in the full discretion as to the ultimate expenditure or distribution of the contribution in satisfaction of any specified fund, purpose or use. The Corporation shall, at all times, have full control over all donated funds and discretion as to their use so as to ensure that all contributions will be used to carry out its purposes as set out in Article 3. In the event the Corporation shall be beneficiary of any gift, devise or bequest, subject to conditions subsequent with respect to the administration or alienation of said property, the Corporation shall, at all times, act in a manner consistent with such conditions and the purposes to be served by such conditions.

ARTICLE 12. ADOPTION AND AMENDMENT OF BYLAWS

The Bylaws of the Corporation shall be as adopted by the first Board of Directors. The Bylaws may thereafter be amended by a two-thirds vote of the Board of Directors at any regular or special meeting thereof provided that notice of such meeting containing the text of the proposed Bylaw amendment is furnished to each Director at least five days prior to such meeting.

ARTICLE 13. AMENDMENT OF ARTICLES OF INCORPORATION

a. Amendments of the Articles of Incorporation shall proposed by majority vote of the Board of Directors and shall be subject to ratification and approval by two-thirds of the membership voting at a regular or special meeting in which a quorum is present, provided that written notice of such meeting containing the text of the proposed amendments be furnished each member not less than ten days prior to such meeting.

b. Amendments may be proposed by any member and may be considered at the annual or any regular meeting of the membership, provided that written notice of any such amendment of amendments shall be given in writing to all members at least ten days prior to the meeting at which such amendment or amendments is or are to be considered. An amendment shall be adopted by a two-thirds vote of the members voting, a quorum being present.

ARTICLE 14. RESIDENT AGENT

The Corporation's initial registered agent maintains offices at and the resident agent thereat shall be CHRISTINE L. ALLAMANNO 696 1st Ave. N. Suite 201 St. Petersburg FL 33701.

(Signatures on following page)

Colin Fiske
Colin Fiske, President and Incorporator

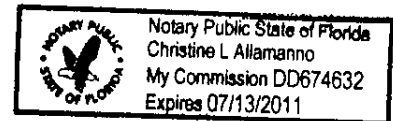
STATE OF FLORIDA]

COUNTY OF PINELLAS]

The foregoing instrument was acknowledged before me this 19th day of May, 2009, by COLIN FISKE, who is personally known or who established his identity by exhibition of Florida Driver's license No. _____.

Christine L. Allamanno
Notary Public State of Florida

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above stated non-profit corporation at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 9th day of May, 2009.

Christina L. Allamanno
Registered Agent

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TALLAHASSEE, FLORIDA