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Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
HOMEGROWN LOCAL FOOD COOPERATIVE, INC.**

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8/2/2011 10:22:55 AM PAGE

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FAX DRIVER

R&A Or D 7/7



August 2, 2011

FLORIDA DEPARTMENT OF STATE

Division of Corporations

HOMEGROWN LOCAL FOOD COOPERATIVE, INC.

2310 N ORANGE AVENUE

ORLANDO, FL 32804

SUBJECT: HOMEGROWN LOCAL FOOD COOPERATIVE, INC.

REF: N09000011961

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

The new registered agent R & R Agents needs to sign the document and accept the designation as registered agent.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Regulatory Specialist II

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HOMEGROWN LOCAL FOOD COOPERATIVE, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being of legal age and competent to contract for the purpose of organizing a not for profit corporation (the "Corporation") pursuant to the laws of the State of Florida, hereby adopts, on behalf of the Corporation, the following Amended and Restated Articles of Incorporation, and hereby agrees and certifies as follows:

**ARTICLE I
NAME**

The name of this cooperative association shall be "Homegrown Local Food Cooperative, Inc."

**ARTICLE II
PRINCIPAL OFFICE**

The address of the principal office and the mailing address of the Corporation shall be as follows:

2310 North Orange Avenue
Orlando, Florida 32804

**ARTICLE III
COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation commenced its existence on January 1, 2010 and it shall have perpetual existence unless sooner dissolved according to applicable law.

**ARTICLE IV
PURPOSE**

The purpose of this association shall be to provide common marketplaces that sell Florida grown and/or Florida processed foods and non-food items, for the mutual benefit of its producer and customer Members as well as to educate people regarding the health, environmental and economic benefits of sustainable agriculture as a fixture of our local community and state economy, enabling the empowerment of the people with the ability to individually and collectively determine the origin and production method of their food source(s) through a transparent and democratic process that fosters social and economic responsibility while supporting organic and natural local food producers through a fair and accessible system that allows Florida's small, medium and large agricultural producers and even backyard garden producers to support their livelihood through sustainable agricultural efforts.

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ARTICLE V GENERAL POWERS

This Corporation shall have all of the powers enumerated for corporations in the Florida not-for-profit Corporation Act, as it now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following powers unless later restricted by applicable law:

- a. To have succession by its corporation name for the duration of its existence.
- b. To have a corporate seal, which may be altered, at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced provided, however, such seal shall always contain the words "corporation not for profit."
- c. To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- d. To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- e. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- f. To make donations for the public welfare¹¹ or for religious, charitable, scientific, educational, or other similar purpose.
- g. To increase, by a vote of its members cast as the bylaws may direct, the number of its directors, so that the number shall not be less than three but may be any number in excess thereof.
- h. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or any instrumentality thereof.
- i. To make contracts and guarantees, incur liabilities, borrow money at such rates of interest as it may determine, issues its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, or income.

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- j. To conduct its affairs, carry on its operations, and have offices and exercise the powers granted by the Florida Not-for-Profit Corporation act in any state, territory, district, or possession of the United States or any foreign country.
- k. To elect or appoint officers and agents and define their duties and allow them reasonable compensation.
- l. To adopt, change, amend and repeal bylaws, not inconsistent with these Amended and Restated Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs and exercise of its powers.
- m. To have and exercise all powers necessary or convenient to effects its purpose.
- n. To merge and consolidate with other corporations both for profit and not for profit, domestic and foreign, provided that the surviving corporation is not for profit.

ARTICLE VI MEMBERSHIP

This Corporation shall have members as set forth in the Bylaws of this Corporation.

ARTICLE VII BOARD OF DIRECTORS

The directors shall be elected and the number of directors may be either increased or diminished from time to time by the Board of Directors as provided in the Bylaws, provided however, the number of directors shall not be less than three (3).

ARTICLE VIII REGISTERED AGENT

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

R&A Agents, Inc.
420 S. Orange Avenue, 7th Floor
Orlando, Florida 32801

ARTICLE IX BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors, as provided in the Bylaws.

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ARTICLE X INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except to the fullest extent possible under law.

ARTICLE XI AMENDMENT

These Amended and Restated Articles of Incorporation may be amended at any time by a resolution adopted by a majority of the Board of Directors.

ARTICLE XII HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

References to the "Code" herein shall mean the Internal Revenue Code of 1986, as amended from time to time, or the corresponding section of any future United States Internal Revenue Law in effect at any time.

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Adoption of Amendment(s) (CHECK ONE):

The amendment(s) was/were adopted by:

☒ The members and the number of votes cast for the amendment(s) was/were sufficient for approval.

There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated: 7-28-11



Signature

Michael Tiner

Typed or Print Name

Market Director

Title

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. I am familiar with and accept the obligations of my position as registered agent under Chapter 608, Florida Statutes.

(In accordance with section 608.408(3), Florida Statutes, the execution of this statement constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

R & A Agents, Inc.



David P. Barker

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