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DIVISION OF CORPORATIONS

1/7/10

## COVER LETTER

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

SUBJECT: Agro Corps 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: Gary R. Paul  
Name (Printed or typed)

217 Bragg Drive  
Address

Tallahassee, FL 32304  
City, State & Zip

850-576-5596  
Daytime Telephone number

gary.paul@famu.edu  
E-mail address: (to be used for future annual report notification)

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DIVISION OF CORPORATIONS  
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**NOTE: Please provide the original and one copy of the articles.**

**Articles of Incorporation of Agro-Corps Inc.**  
*In Compliance with Chapter 617, F.S., (Not for Profit)*

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The undersigned, a majority of whom are citizens of the United States (being at least 18 years of age or older), desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of the State of Florida, do hereby certify:

**ARTICLE I NAME**

The name of the Corporation shall be: Agro-Corps Incorporated

**ARTICLE II PRINCIPAL OFFICE**

The place in this state where the principal office of the Corporation is to be located is 217 Bragg Drive Tallahassee, FL 32304 in Leon County.

**ARTICLE III PURPOSE**

Said corporation is organized exclusively for charitable, educational, research, and literary purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

*The purpose of this corporation is:*

- *to promote agricultural studies, production, and trade among young people in America;*
- *to develop citizenship education in school aged youths;*
- *to improve the socioeconomic conditions of families and rural communities; and*
- *to encourage rural business development and local farming.*

**ARTICLE IV MANNER OF ELECTION**

*The management of this corporation shall be vested in a Board of no more than five (5) and no less than three (3) Directors. (This number excludes the organization's Executive Director, who shall serve as an ex-officio, non-voting board member.) New directors shall be appointed by a majority of initial directors present at the first organizing meeting (which thereafter shall be the set date of the annual meeting). Directors appointed at this time shall serve a two year term commencing immediately after the adjournment of the organizing (thereafter the annual) meeting. Appointments to the board shall occur on a bi-annual basis, and shall only take place at the annual meeting. If there are five directors serving at the designated time of appointments, directors shall either reappoint themselves or appoint someone to take their place on the Board. However, if there are less than five directors serving at this time; directors shall either make appointments to increase the Board to its maximum capacity, or allow the board size to remain the same, by reappointing themselves or someone to take their place. To be appointed to the Board it is not required for a person to be present at the time when appointments occur. The only prerequisite to be considered as an appointee is that directors must receive a written statement expressing the reason for one's desire to serve, prior to the time of the said annual meeting. (There is no need for existing directors to submit statements, if they wish to reappoint themselves.) The submitted statements must be individually approved (via unanimous vote by the board) before any person can be appointed, and they must be presented by the director who makes the appointment.*

**ARTICLE V INITIAL DIRECTORS**

The names, titles, and addresses of the persons who are the initial directors of the corporation are as follows:

1. Name: Adora Nweze Title: Director Address: 16062 S.W. 63<sup>rd</sup> Terrace, Miami, FL 33193
2. Name: Sannye Jones Title: Director Address: 1205 Marshall Court, Eustis, FL 32726
3. Name: Leon Russell Title: Director Address: 400 S. Ft. Harrison Ave. 5<sup>th</sup> Floor, Clearwater, FL 33756

#### **ARTICLE VI BOARD OF DIRECTORS**

*The only members of this corporation shall be the Board of Directors. The management and affairs of the corporation shall be at all times under the direction of the Board, whose duties are defined by the corporation's by-laws. No director shall have any right, title, or interest in or to any property of the corporation.*

#### **ARTICLE VII PERSONAL LIABILITY**

*No member, officer, or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of this corporation.*

#### **ARTICLE VIII EXEMPTION REQUIREMENTS**

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 payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

If reference to federal law in articles of incorporation imposes a limitation that is invalid in your state, you may wish to substitute the following for the last sentence of the preceding paragraph: "Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation."

#### **ARTICLE IX DURATION AND DISSOLUTION**

*The duration of the corporate existence shall be perpetual until dissolution.*

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE X INITIAL REGISTERED AGENT AND STREET ADDRESS**

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


Gary Paul  
217 Bragg Drive  
Tallahassee, FL 32304

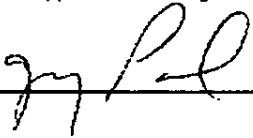
#### **ARTICLE XI INCORPORATOR**

*The name and address of the Incorporator is:*

Gary Paul  
217 Bragg Drive  
Tallahassee, FL 32304

In witness whereof, we, the undersigned, have hereunto subscribed our names for the purpose of forming the corporation under the laws of the State of Florida and certify we executed these Articles of Incorporation this October 27, 2009.

Signature/Registered Agent:  Date: 01/07/2010  
(Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.)

Signature/Incorporator:  Date: 01/07/2010

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