

# Florida Department of State

## Division of Corporations

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**To:**

Division of Corporations  
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### FLORIDA PROFIT/NON PROFIT CORPORATION

### SMART FARM AT LAKEWOOD RANCH, INC.

Certificate of Status	0
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J. Shivers JUN 10 2010

~~ARTICLES OF INCORPORATION~~  
OF  
SMART FARM AT LAKEWOOD RANCH, INC.  
(A Corporation Not For Profit)

In order to form a corporation under and in compliance with the provisions of the laws of the State of Florida for the formation of corporations not for profit, we, the undersigned, do hereby associate ourselves together into a corporation for the purposes and with the powers hereinafter set forth, and to accomplish that end we do hereby adopt and set forth these Articles of Incorporation, viz.:

ARTICLE I  
NAME AND ADDRESS OF CORPORATION

The name of the corporation shall be: Smart Farm at Lakewood Ranch, Inc., referred to hereinafter as the "Corporation". The mailing address and street address of the principal office of the Corporation shall initially be 6441 Indigo Bunting Place, Lakewood Ranch, FL 34202.

ARTICLE II  
PURPOSE OF THE CORPORATION

The purposes for which the Corporation is organized are:

- A. To promote healthy and nutritious menus and eating practices.
- B. To promote efficient, sustainable agricultural practices.
- C. To encourage people to engage in home gardening.
- D. To encourage young people to aspire to careers in agriculture, nutrition and related fields.
- E. To educate the public on subjects related to the foregoing purposes.
- F. To provide an area of land that can be utilized for activities related to the foregoing purposes, including but not limited to demonstration agriculture, community gardens, demonstration and test kitchens, teaching facilities and broadcast facilities.
- G. To engage in other purposes not enumerated above that are reasonably related to and/or supportive of said enumerated purposes.
- H. To operate without profit and in pursuit of the achievement of the foregoing purposes.

ARTICLE III  
POWERS OF THE CORPORATION

The Corporation shall have and may exercise any and all powers permitted to it under the laws of the State of Florida.

2010 JUN -9 AM 11:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

~~ARTICLE IV~~  
**MEMBERS AND VOTING**

The Corporation may have one or more classes of non-voting Members on such terms and conditions as may be established from time to time by the Board of Directors.

**ARTICLE V  
BOARD OF DIRECTORS**

A. The affairs of the Corporation shall be managed by a Board of Directors (the "Board") consisting initially of five (5) Directors. The number of Directors comprising the Board shall be as provided from time to time in the By-Laws of the Corporation, but in no event shall the Board consist of less than three (3) Directors nor more than eleven (11) Directors. The Directors may, but need not be, residents of the State of Florida.

B. The initial Directors shall be appointed by the undersigned Incorporators at the organizational meeting of the Incorporators. The Directors so appointed shall meet and the Board shall adopt the By-Laws and undertake such other tasks as are required for the organization and management of the Corporation.

C. All Directors shall serve for such terms as may be provided from time to time in the By-Laws. Each Director shall be appointed, removed, or replaced, as the case may be, by the action of the remaining members of the Board of Directors, as provided from time to time in the By-Laws. Vacancies in the Board that occur prior to the normal expiration of the term of such Director shall be filled by the action of the remaining members of the Board of Directors as provided from time to time in the By-Laws.

**ARTICLE VI  
CORPORATE EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE VII  
BY-LAWS**

The first Board of Directors of the Corporation shall adopt By-Laws consistent with these Articles of Incorporation. Thereafter, the By-Laws may be altered, amended or rescinded by a majority vote of the Directors in the manner provided by such By-Laws.

**ARTICLE VIII  
AMENDMENTS TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be altered, amended or replaced by resolution of the Board of Directors.

**ARTICLE IX  
REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the Corporation shall initially be at 6441 Indigo Bunting Place, Lakewood Ranch, FL 34202, and the registered agent at such address shall be Janice Hair. The Corporation may, however, maintain offices and transact business in such other places

within or without the State of Florida as may from time to time be designated by the Board of Directors.

**ARTICLE X  
INCORPORATORS**

The name and street address of the Incorporators of this Corporation is as follows:

DANIEL J. PERKA  
14400 Covenant Way  
Lakewood Ranch, FL 34202


DEBORAH A. FURMAN  
14400 Covenant Way  
Lakewood Ranch, FL 34202

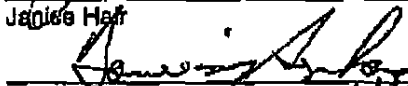
JANICE HAIR  
6441 Indigo Bunting Place  
Lakewood Ranch, FL 34202


**ARTICLE XI  
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

All Officers and Directors shall be indemnified by the Corporation for and against all expenses and liabilities, including counsel fees reasonably incurred in connection with any proceeding (including appellate proceedings) or settlement thereof in which they may become involved by reason of holding such office. In no event, however, shall any Officer or Director be indemnified for his or her own willful misconduct or, with respect to any criminal proceeding, his or her own knowing violation of provisions of law. The Corporation may purchase and maintain insurance on behalf of all Officers and Directors for any liability asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such.

IN WITNESS WHEREOF, the aforesaid Incorporators have hereunto set their hands and seals this 8 day of June, 2010.

  
Janice Hair

  
Daniel J. Perka

  
Deborah A. Furman

STATE OF FLORIDA

COUNTY OF MANATEE

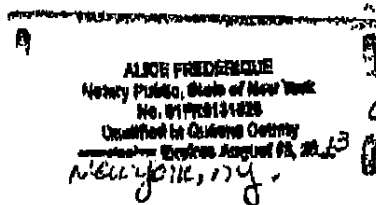
The foregoing instrument was acknowledged before me this 8th day of JUNE, 2010 by Daniel J. Perka and Deborah A. Furman, as incorporators of Smart Farm at Lakewood Ranch, Inc. They are personally known to me.

Gayle A. White  
NOTARY PUBLIC

STATE OF FLORIDA New YorkCOUNTY OF MANATEE New York

The foregoing instrument was acknowledged before me this 8 day of June, 2010 by Janice Hair, as an incorporator of Smart Farm at Lakewood Ranch, Inc., who produced a Florida driver's license as identification.

Alvin Furlong  
NOTARY PUBLIC



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted:

First: That, desiring to organize under the laws of the State of Florida with its principal office as indicated in the foregoing Article of Incorporation, the Corporation named in said Articles has named Janice Hair, located at 8441 Indigo Bunting Place, Lakewood Ranch, Manatee County, Florida 34202, as its statutory registered agent.

Second: That, having been named the statutory agent of the above Corporation at the place designated in this certificate, I hereby accept such appointment and agree to act in this capacity, and agree to comply with the provision of Florida law relative to keeping the registered office open.

  
\_\_\_\_\_  
Janice Hair, Registered Agent

Dated this 8 day of June, 2010.

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA