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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend

TB

NOV 16 2010

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Heartland Gardens, Inc.

**DOCUMENT NUMBER:** N1 000000 7690

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Bernard J. Pino  
(Name of Contact Person)

Heartland Gardens, Inc  
(Firm/ Company)

16836 McGregor Blvd. Suite 4  
(Address)

Fort Myers FL 33908  
(City/ State and Zip Code)

bjp.heartland@gmail.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Bernard Pino at ( 239 ) 689-4249  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |   |   |   |   |
|---|---|---|---|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy<br>(Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy<br>(Additional Copy is enclosed) |
|---|---|---|---|

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

Heartland Gardens, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

NI 0000007690

(Document Number of Corporation (if known))

FILED  
2010 NOV 12 AM 11:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

**B. Enter new principal office address, if applicable:**  
(Principal office address MUST BE A STREET ADDRESS)

16836 McGregor Blvd.

Suite 4

Fort Myers, FL 33908

**C. Enter new mailing address, if applicable:**  
(Mailing address MAY BE A POST OFFICE BOX)

Same as Above.

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

(Same Agent - Bernard J. Pino)

New Registered Office Address:

16836 McGregor Blvd. Suite 4

(Florida street address)

Fort Myers

(City)

Florida 33908  
(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

Signature of New Registered Agent, if changing

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
Ms.	Mary Mc Beath	9020 Mockingbird Dr. Sanibel, FL 33957	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
<del>Ⓢ-See three additional Directors on attached Articles highlighted</del>			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

**E. If amending or adding additional Articles, enter change(s) here:**

*(attach additional sheets, if necessary). (Be specific)*

~~See all highlighted sections of attached articles~~

The date of each amendment(s) adoption: Thursday, Nov. 2<sup>nd</sup> 2010  
(date of adoption is required)

Effective date if applicable: same as above.  
(no more than 90 days after amendment file date)

**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 11/2/10

Signature Bernard J. Pino  
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Bernard J. Pino  
(Typed or printed name of person signing)

President  
(Title of person signing)

# Articles of Amendment to

## ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

### **ARTICLE I NAME**

The name of the corporation shall be:

Heartland Gardens, Inc.

### **ARTICLE II PRINCIPAL OFFICE**

The principal street address and mailing address, if different is:

16836 McGregor Blvd., Suite 4  
Fort Myers, FL 33908

### **ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code. The specific purposes for which this corporation is organized are: to establish and maintain a community garden in Lee County, Florida which (1) aids local community beautification and development; (2) promotes health in the local population by teaching nutritional education through the processes of cultivating organically grown foods for health, wellness and prevention of diseases; (3) establishes a food share and farmers market for the funding of our non-profit purposes.

### **ARTICLE IV MANNER OF ELECTION**

The manner in which the directors are elected or appointed:

The original three of five board members have been appointed by the incorporator. At the regular meeting of directors held on the second Thursday of August every third year, directors shall be elected by the board of directors. Voting for the election of directors shall be by written ballot. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board.

### **ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS**

List name(s), address(es) and specific title(s):

President: Bernard J Pino - Garden Director  
14191 Georgian Circle Apt 202  
Fort Myers, FL 33912

Secretary: Andrea Guerrero - Chief of Operations  
1097 Skiff Pl. Sanibel, FL. 33957

~~Treasurer: Blair Brown  
1329 Eagle Run, Sanibel FL 33957-6709~~

~~Board Member: Sherry Anderson  
12609 Summerwood Dr., Fort Myers, FL 33908~~

~~Board Member: Carol Simontacchi  
2330 Palm Ridge Rd., #9, Sanibel, FL 33957~~

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

The name and Florida street address (P.O. Box **NOT** acceptable) of the registered agent is:

Bernard J Pino  
14191 Georgian Circle Apt. 202  
Fort Myers, FL. 33912

#### **ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

Bernard J Pino  
14191 Georgian Circle, Apt 202  
Fort Myers, FL 33912

#### **Article VIII. DURATION/MEMBERSHIP**

The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

#### **~~Article IX. 501(c)(3) LIMITATIONS~~**

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these 8 articles, this organization shall not carry on any other activities, not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

~~2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.~~

~~3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members~~

thereof, or to any individual except as reasonable compensation for services actually performed in carrying out the corporation's charitable and educational purposes. The property, assets, profits and net income of the corporation are irrevocably dedicated to charitable and educational purposes in part of which shall inure to the benefit of any individual.

**4. LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

**5. DISSOLUTION:** The property of this corporation is irrevocably dedicated to educational and charitable purposes. Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes.

**J. INDEMNIFICATION** - Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.