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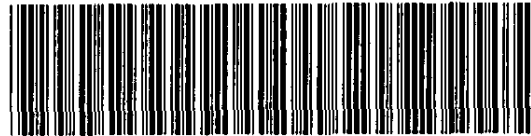
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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10 DEC 22 PM 2:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

?s 12/22/10

COVER LETTER

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

SUBJECT: Red Hills Small Farm Alliance, 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: Louise Divine
Name (Printed or typed)

3546 Baum Rd.
Address

Tallahassee, FL 32309
City, State & Zip

850-216-4024
Daytime Telephone number

turkeyhill@earthlink.net
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
RED HILLS SMALL FARM ALLIANCE, INC.
(A Corporation Not for Profit)**

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

**I.
NAME OF CORPORATION**

The name of the Corporation shall be Red Hills Small Farm Alliance, Inc. (hereinafter the "Corporation").

**II.
ADDRESS OF PRINCIPAL OFFICE**

The address of the principal office and mailing address of the Corporation is 3546 Baum Road, Tallahassee, Florida 32309.

**III.
PURPOSES**

The purposes for which the Corporation are formed:

This Corporation's purposes are solely and entirely charitable, religious, spiritual, educational and scientific, solely within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and for the purpose of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and within such type of activities, its purposes include:

A. To create and/or support programs and service projects that educate people on the value of locally grown and organic food.

B. To sponsor workshops and educational forums, both in person and online, to allow for education and discussion amongst local farmers and consumers.

C. To strengthen the local farming community in the Red Hills region through educational programming and other programs.

D. To promote economic stability of sustainable small to midsize farms through education, establishment and support of online farmers' markets, and other related education and charitable efforts.

E. To support expansion of the local food market to all citizens of the region through charitable and educational activities.

F. To aid, support, maintain, and assist, by gift, donation or otherwise, established ~~religious or~~ charitable institutions, whose objects or purposes are consistent with the purposes of this Corporation.

G. To operate through its officers, Directors, committees, or other agencies.

IV. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than 3 members and not more than 24 members. The initial members of the Board of Directors shall be named in the initial bylaws adopted by the incorporator. Thereafter the election of the Directors shall be as provided in the Bylaws of the Corporation.

V. POWERS AND LIMITATIONS

To accomplish the foregoing objectives and purposes, and for no other purpose, the Corporation shall have powers granted by (Section 617.0302, Florida Statutes), as amended from time to time, along with the following powers, all subject to the limitations hereafter provided:

A. To solicit, accept, and collect pledges, donations, contributions, and gifts in cash or in property, and to take and to hold, by bequest, devise, gift and purchase or lease, either absolutely or in trust, for its objects and purposes or any of them, any property, real, personal or mixed, without limitation as to the amount, except such limitation, if any, as may be imposed by law; to sell, convey and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and to expend the income therefrom or the principal thereof for any of the Corporation's objectives and purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes, or any of them (but for no other purposes), and in administering the same to carry out the directions and to exercise the powers contained in the trust instrument under which the property is received, including the expenditure of principal, as well as income, for one or more of such purposes if authorized or directed in the trust instrument under which it is received.

B. To create and control other corporations, limited liability companies, limited partnerships, limited liability partnerships, or organizations deemed advisable to best accomplish the purposes of this Corporation.

C. To acquire by purchase, lease, contract, or otherwise any property, real, personal or mixed, including interests in oil, gas and other minerals, stocks, bonds, notes, and other interests or obligations of corporations, partnerships, or other business organizations.

D. To own, hold, sell, convey, lease, and otherwise manage, contract with reference to, or dispose of all or any part of its assets, real or personal, on any terms and conditions as may be lawful, and likewise to invest all proceeds and income of such assets in any type or kind of property, real, personal, or mixed, as appears advisable and as permitted of corporations by law, and if deemed advisable by the Board of Directors, the Corporation may enter into any general, special or limited partnership as a general, special or limited partner or become a member of any limited liability company.

E. To borrow money, execute notes, mortgages, trust indentures, bonds, and to enter into such other contracts as shall be deemed advisable by the Board of Directors and in furtherance of the purposes of the Corporation.

F. To have and maintain such office or offices and related equipment as are necessary to administer the affairs of the Corporation and to do any and all things necessary in the premises in order to effectively receive, administer, manage, operate, disburse, and control any funds and or property of any nature which the Corporation may have.

G. In fulfilling its objectives and purposes, as hereinabove set out, and its powers, the Corporation shall be subject to the following limitations:

(1) At no time, either on dissolution or prior thereto, shall any part of the funds or assets of the Corporation inure to the benefit of any private individual (other than by grants in aid in conformity with the purposes hereinabove enumerated and 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 its purposes), nor be used for the purpose of carrying on propaganda or otherwise attempting to influence legislation.

(2) The Corporation is not formed for profit, but shall be operated exclusively as a historical society for educational, preservation, and scholarly purposes.

(3) Any income received by the Corporation shall be applied only to the nonprofit purposes and objectives of the Corporation set forth herein and no part thereof during membership or upon termination of membership shall inure to the benefit of any private member or individual.

(4) The Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provisions of any subsequent federal tax laws.

(5) The Corporation shall at no time participate in or intervene in any way, including the publishing or distribution of statements, in any political campaign on behalf of any candidate for public office.

None of the officers or Directors shall be required to furnish any bond or surety and none of them shall be responsible or liable for the acts of omissions of any other officer or Director or predecessor officer or Director.

The Directors shall have all the powers, except as herein limited, as provided by common law and by the State of Florida and such other states as the Corporation may function in, including the advancement of education as it relates to freedom of the practice of religion and including the power to adopt by-laws to govern the conduct of its business.

VI. **TERM OF EXISTENCE**

The term for which this Corporation shall exist shall be perpetual unless dissolved according to law.

VII. **MEMBERSHIP**

The Corporation may, at the discretion of the Board of Directors, include a program for general membership which may be evidenced by a Certificate of Membership which shall contain the statement printed permanently on the face of the certificate that the Corporation is a historical society and a non-profit corporation. The criteria for and terms of membership, if established by the Board of Directors, shall be as set forth in the bylaws of the Corporation.

VIII. **BYLAWS**

The initial Board of Directors of the Corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered or modified by the Board of Directors in the manner provided by such Bylaws.

IX. **REGISTERED OFFICE**

The registered office of the Corporation shall be located at 3546 Baum Road, Tallahassee, Florida 32309 and the registered agent shall be Louise Divine.

X.
INDEMNIFICATION

The Corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

No director shall be personally liable to the Corporation or any member for monetary damages for breach of fiduciary duty as a director, except for any matter in respect of which such director shall be liable by reason that, in addition to any and all other requirements for liability, he:

- (i) shall have breached his duty of loyalty to the Corporation or its members;
- (ii) shall not have acted in good faith or, in failing to act, shall not have acted in good faith;
- (iii) shall have acted in a manner involving intentional misconduct or a knowing violation of law or, in failing to act, shall have acted in a manner involving intentional misconduct or a knowing violation of law; or
- (iv) shall have derived an improper personal benefit.

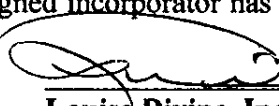
X.
DISSOLUTION

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 of 1986, as amended, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by a Florida 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.

XI.
AMENDMENT

The Corporation reserves the right to alter, amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, by vote of a majority of the Board of Directors unless otherwise provided in the bylaws.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22 day of December, 2010.


Louise Divine, Incorporator

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10 DEC 22 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The undersigned Corporation organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the Corporation is Red Hills Small Farm Alliance, Inc.
2. The name and address of the registered agent in office is: Name: Louise Divine
Address: 3546 Baum Road, Tallahassee, Florida 32309.

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statute relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.



Name: Louise Divine
Registered Agent

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