

N11000005514

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies ☒ Certificates of Status ☐

Special Instructions to Filing Officer:

Office Use Only



100209661141

07/11/11--01034--020 **43.75

FILED
11 JUL 11 AM 11:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Arstunt
Tlewis
7-13-11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Waterfront Markets, Inc.

DOCUMENT NUMBER: N11000005514

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

Please return all correspondence concerning this matter to the following:

Scott L Barnes

(Name of Contact Person)

Waterfront Markets, Inc.

(Firm/ Company)

2510 W 9th Street, Suite B

(Address)

Panama City, FL 32401

(City/ State and Zip Code)

info@waterfrontmarkets.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Scott L Barnes

(Name of Contact Person)

at (850) 763-7359

(Area Code & Daytime Telephone Number)

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

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(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

Waterfront Markets, Inc.

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

N11000005514

(Document Number of Corporation (if known))

FILED
11 JUL 11 AM 11:43
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:

same

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:

same

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

same

(Mailing address MAY BE A POST OFFICE BOX)

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

same

New Registered Office Address:

(Florida street address)

_____, Florida
(City) (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

(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
S	Paula Davis	5834 Highway 2297 Panama City, FL 32404-2759	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

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

Articles are amended to include required language for Federal 501(c)(3) organization and tax exempt status.

[illegible]

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
Waterfront Markets, Inc.
A Florida "Not for Profit" Corporation, 501(c)(3)

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

- A. NAME OF CORPORATION:** The name of the corporation is Waterfront Markets, Inc.
- B. PRINCIPAL OFFICE:** The principal office of the corporation is located at 2510 W 9th St, Suite B Panama City, FL 32401.
- C. MAILING ADDRESS:** The mailing address of the corporation is 2510 W 9th St, Suite B Panama City, FL 32401
- D. REGISTERED AGENT:** The name of the registered agent of the corporation is Rhonda Barnes. The address of this registered agent is 2510 W 9th Street, Suite B Panama City, FL 32401
- E. DURATION:** The period of duration is perpetual.
- F. BOARD OF DIRECTORS:** The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.
- G. INCORPORATOR:** The name and address of the incorporator is: Scott Barnes, 2510 W 9th Street, Panama City, FL 32401
- H. CORPORATE PURPOSES:** The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:
1. This corporation is formed exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law."
 2. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
 3. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trust

institution, foundations, or governmental bureaus, departments or agencies.

4. All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that the Corporation continues to qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

5. Specifically, the corporation shall exist to:

- A) IMPROVE local capacity for sustainable food production, processing, and distribution by addressing the educational needs of producers and consumers
- B) IMPROVE access to fresh fruits and vegetables to limited-resource families
- C) IMPROVE public health and well-being by increasing dietary intake of fresh fruits and vegetables
- D) SUPPORT tourism and economic development in the region by providing a consistent outlet for local agriculture producers, artisans, crafters, food vendors and their goods
- E) STRENGTHEN culture in the local community by increasing awareness and support of local agriculture and local arts.

The Corporation is organized exclusively for the purposes set forth in Section 501(c)(3) of the Internal Revenue Code. The Corporation shall have all of the powers incidental and desirable for carrying out its objectives and purposes to the extent authorized and permitted under Section 501(c)(3) of the Internal Revenue Code, and under the analogous law of the State of Florida. The Corporation is not organized for pecuniary profit and shall not conduct its affairs for financial profit; and no part of the net earnings or property of the Corporation shall inure to the benefit of any member, director, trustee or other private person or entity.

I. 501(c)(3) LIMITATIONS

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these 7 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 no 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:** 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. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. "PRIVATE FOUNDATION" PROVISIONS: In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

7. 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.

EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this 16th day of June, 2011.



Scott L. Barnes

The date of each amendment(s) adoption: June 16, 2011

(date of adoption is required)

Effective date if applicable: June 16, 2011

(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 June 17, 2011

Signature Scott L. Barnes

(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)

Scott L Barnes

(Typed or printed name of person signing)

President

(Title of person signing)