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Registrations

CAPITAL CONNECTION

NO. 0438

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FLORIDA PROFIT/NON PROFIT CORPORATION  
iSEEDUSA, INC.

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**ARTICLES OF INCORPORATION  
OF  
ISEEDUSA, INC.  
(A Florida Corporation Not-for-Profit)**

The undersigned, acting as sole incorporator of iSeedUSA, Inc., a not-for-profit Corporation for charitable and philanthropic purposes, under the provisions of Chapter 617 of the Florida Statutes, does hereby adopt the following Articles of Incorporation for such Corporation.

**ARTICLE I  
NAME**

The name of this Corporation is iSeedUSA, Inc.

**ARTICLE II  
PURPOSES**

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal Tax Code). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 Section 501(c)(3) purposes. 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.

In particular, it is the intent and purpose of the Corporation to showcase culturally and climatically accepted components representing deployable and economically sustainable villages ("Village in a Box<sup>TM</sup>") to create food security, a healthy living environment, jobs and housing for a positive economic output which shall be used for the welfare and benefit of the community residents. The Corporation shall likewise be responsible for marketing, regional distribution, packaging, processing and logistics for the initial "Village in a Box<sup>TM</sup>" pilot project. The Corporation shall further provide for the training and education of entry-level pre-qualified domestic and international interns with an initial focus on Aquaculture, Aquaponics, Hydroponics and farming with additional disciplines as needed, to gain certification in the operation and management of a successful "Village in a Box - Aquaponics<sup>TM</sup>" facility. The corporation may contract to provide component installation oversight, training and educational services, management and operation of certain facilities, marketing and promotion, and the provision of other services or products and may own intellectual property of new or existing components of the "Village in a Box<sup>TM</sup>" concept as they develop. To achieve that end, the Corporation will solicit and receive funds, gifts, endowments, grants, donations, devises, and bequests.

Notwithstanding any other provisions herein, the Corporation shall not carry on any activities not permitted to be carried on:

(a) By an organization exempt from Federal income tax under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c)(3) of such Code, or

(b) By an organization, contributions to which are deductible under Sections 170(e)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

### **ARTICLE III**

#### **QUALIFICATION OF MEMBERS**

The membership of this Corporation shall constitute all persons hereinafter named as officers and directors and such other persons as, from time to time hereafter, may become members, in the manner provided in the Bylaws.

### **ARTICLE IV**

#### **TERM OF EXISTENCE**

The existence of the Corporation will commence upon the filing of these Articles with the Department of State of the State of Florida and shall continue thereafter in perpetuity, unless dissolved according to law.

### **ARTICLE V**

#### **INCORPORATOR**

The name and residence of the incorporator to these Articles is:

Gary Winrow  
4806 Laurel Ln.  
Fort Myers, FL 33908

### **ARTICLE VI**

#### **OFFICERS**

Section 1. The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be provided in the Bylaws.

Section 2. The names and addresses of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

#### **OFFICE**

#### **NAME AND ADDRESS**

**President/Secretary**

Gary Winrow  
4806 Laurel Ln.  
Fort Myers, FL 33908

**Vice President**

J. Rodney Dickerson  
403 S. 3<sup>rd</sup> St.  
Homer, LA 71040

**Treasurer**

John Bell  
PO Box 9246  
Fort Myers, FL 33902-9246

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

Section 1. The business affairs of this Corporation shall be managed by the Board of Directors. This Corporation shall have three (3) directors initially, who shall be elected annually unless changed by the Bylaws. The number of directors may be increased from time to time, by the Bylaws, but shall never be less than three.

Section 2. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

Section 3. The names and addresses of the persons, who are to serve as directors for the ensuing year, or until the first annual meeting of the Corporation, are:

**NAME**

**ADDRESS**

Gary Winrow

4806 Laurel Ln.  
Fort Myers, FL 33908

J. Rodney Dickerson

403 S. 3<sup>rd</sup> St.  
Homer, LA 71040

John Bell

PO Box 9246  
Fort Myers, FL 33902-9246

**ARTICLE VIII**  
**BYLAWS**

Section 1. The Board of Directors of this Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

#### **ARTICLE IX** **AMENDMENTS**

Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by at least a majority of a quorum of voting members present to vote.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendments.

#### **ARTICLE X** **LOCATION**

The location of this Corporation shall be at c/o Peter J. Gravina, 1833 Hendry St., Fort Myers, FL 33901, and the mailing address shall be the same.

#### **ARTICLE XI** **NONPROFIT STATUS**

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of any individual or member.

Section 2. The Corporation shall not carry on propaganda, or otherwise act to influence legislation.

#### **ARTICLE XII** **DUES**

The amount of the yearly dues payable by members shall be such amount as may be determined from time to time by the Board of Directors.

#### **ARTICLE XIII** **POWERS**

In order to promote the purposes of this Corporation, it may acquire property by grant, gift, purchase, devise or bequest, and hold and dispose of such property as the Corporation shall require for the benefit of the members and not for pecuniary profit.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**ARTICLE XIV**  
**MEETINGS**

Section 1. The annual meeting for the election of members of the Board of Directors shall be held as may be provided in the Bylaws.

Section 2. The Corporation may provide in its Bylaws for the holding of additional regular meetings and any special meetings, and shall provide notice of all such meetings.


**ARTICLE XV**  
**DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon dissolution of this 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 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.

**ARTICLE XVI**  
**REGISTERED AGENT**

The street address of the initial registered office of this Corporation is 1833 Hendry St., Fort Myers, FL, and the name of the initial registered agent of this Corporation at that address is PETER J. GRAVINA

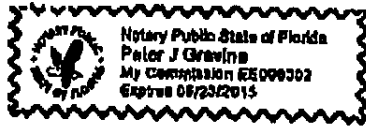
IN WITNESS WHEREOF, I, the undersigned, have hereunto set my hand and seal this \_\_\_\_ day of March, 2012, for the purpose of forming this Corporation not-for-profit under laws of the State of Florida.

  
 Gary Winrow  
 Incorporator

STATE OF FLORIDA       )  
 COUNTY OF LEE        )

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared GARY WINROW, Incorporator, who produced a Florida driver's license as identification to be the person who made and subscribed to the foregoing Articles of Incorporation and certifies and acknowledges that he made and executed said Articles for the use and purposes therein expressed.

WITNESS my hand and official seal this 14 day of March, 2012

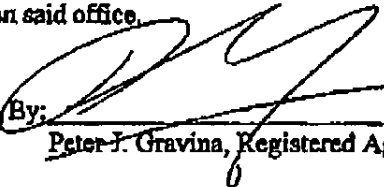
  
Notary Public

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance, with said Act:

First—That iSeedUSA, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Fort Myers County of Lee, State of Florida, has named Peter J. Gravina, located at 1839 Hendry St., City of Fort Myers, County of Lee, State of Florida 33901, as its agent to accept service of process within this State.

**ACKNOWLEDGMENTS:**

Having been named to accept service of process for the above-stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:   
Peter J. Gravina, Registered Agent

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