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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Dig Local, Inc.**

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION  
OF  
Dig Local, Inc.  
a Florida not-for-profit Corporation

ARTICLE I - NAME

The name of the Corporation shall be Dig Local, Inc.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business of the corporation is 96 Dutton Island Road, Atlantic Beach, Florida 32233. The mailing address of the corporation is 1835 Seminole Road, Atlantic Beach, Florida 32233.

ARTICLE III - PURPOSES

The specific purposes for which the Corporation is organized are:

(a) To exist and operate exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code (the "Code"), or the corresponding section of any future federal tax code;

(b) To operate without regard to race, age, sex, religion or national origin;

(c) To provide programs, financial support and educational services for the purpose of educating the community with regard to nutrition, sustainability, horticulture, gardening and other related matters and issues, including without limitation by participation in community gardens, farmers markets, outreach programs, and other charitable and educational services, programs and activities;

(e) To operate, participate in and/or manage any other programs or activities that are not prohibited by law and that do not conflict with the provisions of Section 501(c)(3) of the Code.

ARTICLE IV - POWERS

The Corporation shall have and exercise all powers of any corporation not for profit as the same now exist or may hereafter exist under the laws of the State of Florida. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purposes set forth in Article Third hereof. 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. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

#### ARTICLE V - DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed as directed by the Board of Directors for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or the 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. Any such assets not so disposed of shall be disposed of by a 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.

#### ARTICLE VI - DIRECTORS AND THE MANNER OF THEIR ELECTION

The Board of Directors shall consist of at least three (3) members. The method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation. The initial members of the Board of Directors are:

Brittany Norris (Chairwoman)  
Chris Himel  
Dezmond Waters  
Kody Hanavan  
Sara Miles-English  
Scott Walmer  
Laurie Walmer  
Genevieve Fletcher

#### ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is Ian R. McKillop, Esq., 501 Riverside Avenue, 7<sup>th</sup> Floor, Jacksonville, Florida 32202.

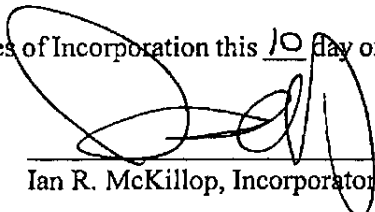
ARTICLE VIII. INCORPORATOR

The name of the Incorporator signing these Articles of Incorporation is Ian R. McKillop, who has a mailing address of 501 Riverside Avenue, 7<sup>th</sup> Floor, Jacksonville, Florida 32202. The Incorporator of the Corporation assigns to this Corporation the rights under the pertinent provisions of the Florida Statutes to constitute a corporation, and assigns to those persons designated as the Board of Directors any rights he may have as Incorporator, this assignment becoming effective on the date corporate existence begins. The Incorporator is relieved of any further obligation to the Corporation upon the filing of these Articles of Incorporation.

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of 75% or more of the Board of Directors of the Corporation.

The undersigned has executed these Articles of Incorporation this 10 day of August, 2012.

  
\_\_\_\_\_  
Ian R. McKillop, Incorporator

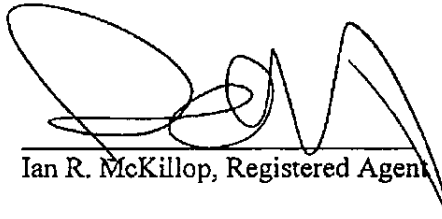
**ACCEPTANCE OF DESIGNATION**

Pursuant to Chapter 48.901, Florida Statutes, the following is submitted:

1. That Dig Local, Inc. desires to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation and has named Ian R. McKillop, Esq., located at 501 Riverside Avenue, 7<sup>th</sup> Floor, Jacksonville FL 32202, as its agent to accept service of process within this state.

2. Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity and comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office.

Dated this 10 day of August, 2012.

  
\_\_\_\_\_  
Ian R. McKillop, Registered Agent

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