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FLORIDA PROFIT/NON PROFIT CORPORATION

Fellsmere Farmers Market and Mercado, Inc.

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**ARTICLES OF INCORPORATION  
OF  
FELLSMERE FARMERS MARKET AND MERCADO, INC.**

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TALLAHASSEE, FLORIDA

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

**ARTICLE I. NAME**

The name of the corporation shall be: FELLSMERE FARMERS MARKET AND MERCADO, INC.

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business of this corporation shall be: 6 S. Orange Street, Fellsmere, Florida 32948 and its mailing address shall be 235 S. Hickory Street, Fellsmere, Florida 32948.

**ARTICLE III PURPOSE**

This not for profit corporation is organized and shall be operated for the following purposes:

- A. To promote and provide an outlet for locally grown fresh produce from a community garden, encourage local farmers with support for providing an outlet for their agricultural products, and promote public interest, education and appreciation of our agricultural heritage;
- B. To encourage community support for agriculture, encourage fair prices for local fresh products and promote and educate the public on the benefits of good agricultural products;
- C. To encourage through education the advantages of homesteading;
- D. Promote small business start up through education of small business workshops using sources such as the Small Business Administration, SCORE and Indian River State College Business Center.
- E. The purposes for which Fellsmere Farmers Market and Mercado, Inc. is organized are exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE IV POWERS**

This Corporation shall have the following powers:

- A. All powers necessary or convenient to effect any or all of the Corporate purposes, including such powers as granted in Chapter 617, F.S., and all amendments subsequent thereto, subject to the limitations set forth herein.
- B. 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 III hereof.
- C. 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 §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future

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federal tax code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### ARTICLE V. MEMBERSHIP

The Members of this Corporation and their rights and responsibilities shall be as stated in the Bylaws.

#### ARTICLE VI. BOARD OF DIRECTORS AND OFFICERS

A. This Corporation shall be managed by a Board of Directors of not less than three (3) nor more than fifteen (15) members of the Corporation; provided that, qualification and election of Directors and other matters regarding functioning of the Board of Directors shall be set forth in the Bylaws.

B. The initial Board of Directors of the Corporation shall be:

Annie Mae Brown	1051 Vernon Street Fellsmere FL 32948
Yolanda Gomez	9345 128 <sup>th</sup> Avenue Fellsmere, FL 32948
Chanda Mundy	10575 CR507 Fellsmere, FL 32948
Sara Savage	235 S. Hickory Street Fellsmere, FL 32948
Bob Snyder	13750 83 <sup>rd</sup> Street Fellsmere FL 32948
Tamara Tomidy	5090 Fairway Circle-Unit 101 Vero Beach, FL 32967

C. The number and manner of appointment of officers of this corporation and other matters regarding their functioning shall be as set forth in the Bylaws. The initial officers of the Corporation shall be:

Sara Savage	President
Yolanda Gomez	Vice President
Chanda Mundy	Treasurer
Tamara Tomidy	Secretary

#### ARTICLE VII. EXISTENCE, DISSOLUTION

The Corporation shall have perpetual existence, unless dissolved according to law. 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, 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

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such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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#### ARTICLE VIII. AMENDMENT

These Articles may be amended at a regular or special meeting of the members called for that purpose by a two-thirds (2/3) vote of the members. The Bylaws may be approved or amended at a regular or special meeting of the members called for that purpose by a two-thirds (2/3) vote of the members.

#### ARTICLE IX. PRIVATE OPERATING FOUNDATION

At any time during which this corporation is classified as a private operating foundation it shall be subject to the following restrictions:

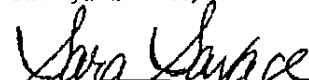
- A. The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- B. The corporation will not engage 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 expenditure as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### ARTICLE X. INCORPORATOR

The name and address of the Incorporator is: SARA SAVAGE, 235 S. Hickory Street, Fellsmere Florida 32948.

#### ARTICLE XI. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is: SARA SAVAGE, 235 S. Hickory Street, Fellsmere, Florida 32948.

  
Sara Savage, Incorporator

Date: September 12, 2013.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Sara Savage, Registered Agent

Date: September 12, 2013.

webclient@sava.ge.sara@formation of fellsmere farms market/articles of incorporation.pdf

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