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P 1/7

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Page 1 of 2

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Growing Orlando, Inc.

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ARTICLES OF INCORPORATION
OF
GROWING ORLANDO, INC.
(a Florida not-for-profit corporation)

THESE ARTICLES OF INCORPORATION (the "*Articles*") of GROWING ORLANDO, INC., a Florida not for profit corporation (the "*Corporation*"), are submitted in accordance with Section 617.02, Florida Statutes, for purposes of forming a Florida not-for-profit corporation under the Florida Not for Profit Corporation Act (the "*Act*"), Chapter 617, Florida Statutes.

ARTICLE I
NAME

The name of the corporation formed pursuant to these Articles is "GROWING ORLANDO, INC."

ARTICLE II
EXEMPT PURPOSES AND POWERS

A. Exempt Purposes. The Corporation is organized exclusively for charitable, religious, educational and/or scientific purposes, solely to the extent permitted of organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "*Code*"), and the Treasury Regulations promulgated thereunder (the "*Regulations*"), or corresponding sections of future federal tax laws. The exclusively charitable, religious, educational and/or scientific purposes for which the Corporation is formed, and the exclusively charitable, religious, educational and/or scientific business and objects to be carried on and promoted by the Corporation, are as follows:

- (i) to improve the access of the public in the greater Orlando, Florida area (the "*Community*") to affordable, locally grown foods that are cultivated in urban and other non-traditional settings;
- (ii) to eliminate food deserts in the Community by increasing access to healthy, fresh and locally grown produce;
- (iii) to encourage the production and consumption of foods grown locally in urban and other non-traditional settings;
- (iv) to develop relationships, strengthen networks and increase collaboration between and among farmers and consumers relative to locally grown food;
- (v) to educate adults and children of the Community on where their meals originate and the importance of growing and preserving locally grown foods for their health and well-being;
- (vi) to educate the Community on the sustainable viability of urban food production;
- (vii) to perform such other lawful activities permitted to not-for-profit corporations under the Act, to the extent such activities are permitted by organizations that are exempt from

(((H15000013054 3)))

federal income tax under Section 501(c)(3) of the Code, and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code, including the making of distributions for charitable, religious, educational and scientific purposes to organizations that are exempt from federal income tax under Section 501(c)(3) of the Code and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code, and the making of distributions to states, territories or possessions of the United States or the District of Columbia, but only for charitable purposes. As used at the end of the preceding sentence, "charitable purposes" shall be limited to and include only religious, charitable, scientific, literary or educational purposes within the meaning of those terms as used in Section 501(c)(3) of the Code.

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 (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a) of the Code.

B. Powers. The Corporation shall not be empowered to engage in a regular business of a kind ordinarily carried on for profit, it being the intent that the Corporation shall be limited to the purposes and powers permitted to be exercised by corporations that are exempt from federal income tax under Section 501(c)(3) of the Code. Subject to the provisions contained in Article II.A, above, and this Article II.B, the Corporation shall have all of the powers reserved for not-for-profit corporations as set forth in Section 617.0302 of the Act.

C. Limitations on Powers. The following provisions are hereby adopted for purposes of defining, limiting and regulating the powers of the Corporation and its Board of Directors (the "Board");

(i) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's directors, officers or other private persons, *except that* the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to and make payments and distributions in furtherance of, the purposes set forth in these Articles, to the extent permissible under Section 501(c)(3) of the Code and the Regulations.

(ii) 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 any candidate for public office.

(iii) Upon dissolution of the Corporation, the Board shall, after paying, or making provision for the payment of, all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation (a) to an organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time of such disposal qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code, or (b) to states, territories or possession of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for charitable purposes. The Board shall determine how the Corporation's assets will be distributed in accordance with the foregoing sentence. Any of the Corporation's assets not so disposed of shall be disposed of by the Circuit Court located in Orlando, Orange County, Florida or such other court sitting in equity in the political subdivision in which the principal office of the Corporation is then located, exclusively for such purposes to such organization or organizations, as the foregoing court shall determine, which are consistent with the requirements of the Code and the Regulations.

((H15000013054 3)))

(iv) During any fiscal year of the Corporation that it is determined to be a private foundation as defined in Section 509(a) of the Code:

a. The Corporation shall distribute its income for such taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

b. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

c. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

d. The Corporation shall not make any investments in such a manner as to subject it to the tax imposed under Section 4944 of the Code.

e. The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Code.

D. Amendment of Corporate Purposes. The Board retains the right to further amend the corporate purposes of the Corporation so that the corporate purposes may embrace any activity which may properly be engaged in by any organization that is exempt from federal income tax under Section 501(c)(3) of the Code and the Regulations, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code, and all contributions or payments to the Corporation are made subject to this provision unless otherwise specifically stated in writing at the time of contribution.

E. Scope of Powers. The enumeration and definition of particular powers of the Board included in this Article II shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of these Articles, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board under the laws of the State of Florida now or hereafter in force, except to the extent that the laws of the State of Florida permit activities that are not permitted under federal law for any organization that is exempt from federal income tax under Section 501(c)(3) of the Code, and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

ARTICLE III INDEMNIFICATION AND EXCULPATION

A. Indemnification. The Corporation shall indemnify the Corporation's directors and officers, if any, to the fullest extent permitted by the laws of the State of Florida now or hereafter in force and the Bylaws, including the advance of expenses under the procedures provided by such laws and Bylaws; *provided, however,* that the foregoing shall not limit the authority of the Corporation to indemnify other employees and agents of the Corporation consistent with the laws of the State of Florida and, *provided further,* that indemnification shall only be to the extent permitted of organizations which are exempt from federal income tax under Section 501(c)(3) of the Code and the Regulations, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

B. Exculpation. To the fullest extent permitted by Florida statutory or decisional law, as amended or interpreted, no director or officer of the Corporation shall be personally liable to the Corporation for money damages; *provided, however,* that the foregoing limitation of liability shall only be to the extent permitted of organizations that are exempt from federal income tax under Section 501(c)(3) of the Code and the Regulations, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of

((H15000013054 3)))

the Code. No amendment of these Articles or repeal of any provisions hereof shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

ARTICLE IV
RESTRICTIONS ON ISSUANCE OF CAPITAL STOCK

The Corporation shall not be authorized to issue capital stock.

ARTICLE V
COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation's existence as a separate legal entity shall be deemed to have commenced at 12:01 a.m. on the date of acceptance for filing of the Articles by the Florida Division of Corporations.

ARTICLE VI
PRINCIPAL OFFICE ADDRESS AND MAILING ADDRESS

The principal office and mailing address of the Corporation is as follows:

101 S. Garland Avenue, Suite 300
Orlando, Florida 32801

The location of the principal office shall be subject to change as provided in Bylaws duly adopted by the Corporation (as amended from time to time, the "*Bylaws*").

ARTICLE VII
INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The address of the initial registered office of the Corporation, and the registered agent at such address, are as follows:

Vasallo Sloane, P.L.
Jeremy S. Sloane, Esq.
301 E. Pine Street, Suite 250
Orlando, Florida 32801

ARTICLE VIII
BOARD OF DIRECTORS; OFFICERS

A. The management and affairs of the Corporation shall be vested solely and exclusively in the Board, and all of the duties and powers of the Corporation shall be exercised by the Board; *provided, however*, that the Board may delegate authority consistent with the Bylaws. The initial number of directors of the Corporation (the "*Directors*") shall be three (3), which number may be increased or decreased pursuant to the Bylaws, but shall never be less than the minimum number permitted by the laws of the State of Florida now or hereafter in force. The Directors shall be elected, replaced and removed in the manner provided in the Bylaws. The names of the initial Directors who will serve until the first annual meeting of directors (unless earlier removed pursuant to the Bylaws) and until their successors are elected and qualified are as follows:

Brent Buffington
Kathleen Blake

(((H15000013054 3)))

Joshua J. Brown
Aaron Gray

B. Notwithstanding Article VIII, above, the Board may delegate authority to administer the day-to-day management and affairs of the Corporation to officers elected in accordance with the Bylaws (the "*Officers*"). The Officers shall have such power and authority as may be delegated by the Board consistent with applicable law, these Articles and the Bylaws. The Officers shall be elected, replaced and removed by the Board in accordance with the Bylaws.

ARTICLE IX
DURATION OF CORPORATION

The duration of the Corporation shall be perpetual, unless earlier dissolved in accordance with the Bylaws.

ARTICLE X
BYLAWS; AMENDMENT OF ARTICLES OF INCORPORATION

These Articles may be amended solely in accordance with the procedures set forth in the Bylaws.

ARTICLE XI
INCORPORATOR

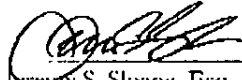
The name and address of the sole incorporator of the Corporation are as follows:

Jeremy S. Sloane, Esq.
301 E. Pine Street, Suite 250
Orlando, Florida 32801

ARTICLE XII
APPLICABLE LAW

The Corporation is created pursuant to Chapter 617, Florida Statutes, and shall be governed by the laws of the State of Florida.

16th IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this day of January, 2015.



Jeremy S. Sloane, Esq.
Incorporator


(((H15000013054 3)))

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article VII of the foregoing Articles of Incorporation as initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 617.0503, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as registered agent of the Corporation.

DATED this 15th day of JANUARY, 2015.

VASALLO SLOANE, P.L.

By 
Jeremy S. Sloane, Esq.