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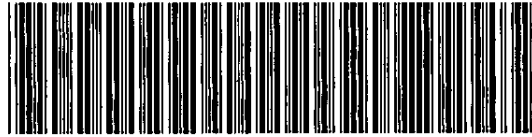
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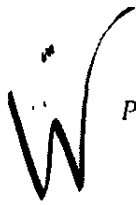
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FILED  
2016 MAR 24 PM 1:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAR 30 2016

T. BROWNE



**WALK LAW FIRM, PA**  
*Providing General Counsel Services for Business*  
*Attorneys Licensed in Florida and Ohio*

March 21, 2016

**COVER LETTER**

DEPARTMENT OF STATE  
NEW FILINGS SECTION  
DIVISION OF CORPORATIONS  
P.O. Box 6327  
Tallahassee, FL 32314

TO: CHARTER SECTION – Division of Corporations

SUBJECT: **FENIX FARMS, INC.**

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

✓ \$70.00    ☐ \$78.75  
Filing Fee    Filing Fee  
                    & Certificate of Status

☐ \$78.75                      ☐ \$87.50  
Filing Fee                      Filing Fee,  
& Certified Copy              Certified Copy  
  & Certificate of  
  Status

**ADDITIONAL COPY REQUIRED**

Please return all correspondence concerning this matter to:

Frank Lago, Esq.  
Walk Law Firm, PA  
102 W. Whiting Street, Suite 502  
Tampa, FL 33602  
[flago@WalkLawFirm.com](mailto:flago@WalkLawFirm.com) (To be used for future annual report notification)  
Fax: (813) 839-4896

For further information concerning this matter, please call:

Frank Lago, at (813) 999-0199

102 W. Whiting Street, Suite 502, Tampa, Florida 33602  
Phone: 813.999.0199 ~ Fax: 813.839.4896  
Email: [PFischel@WalkLawFirm.com](mailto:PFischel@WalkLawFirm.com)

**ARTICLES OF INCORPORATION  
OF  
FENIX FARMS, INC.**

2016 MAR 24 PM 1:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby subscribes these Articles of Incorporation to form a corporation (the "Corporation") not-for-profit under the Florida Not-for-Profit Corporation Act and other laws of the State of Florida (*Florida Statutes Chapter 617*).

**ARTICLE I  
Name and Address**

The name of the Corporation is **FENIX FARMS, INC.** The street address and the mailing address of the initial principal office is 436 E Park Avenue #17, Lake Wales, FL 33853. The Board of Directors may from time to time change the principal office or mailing address of the Corporation to any other address in the State of Florida.

**ARTICLE II  
Purposes**

The purposes for which the Corporation is formed are exclusively charitable and educational and the purposes of the Corporation are limited exclusively to the said charitable and educational purposes set forth below. In carrying out such purposes, this Corporation shall have all the powers and authorities granted by statute and law, including the power and authority to accept gifts, devises, and other contributions for such charitable purposes, to hold and administer the funds and properties received and to expend, contribute, and otherwise dispose of the funds or properties for such charitable purposes.

The primary purpose of this Corporation is to do all acts and things requisite, necessary, proper, and desirable to carry out and further the objectives for which the corporation is formed; and, in general, to have all the rights, privileges, and immunities, and enjoy all the benefits of the State of Florida applicable to corporations of this character, including, but not limited to, the powers described in Section 617.0302 of the Florida Statutes, as amended, subject, however, to the requirements of any other applicable law and the other limitations provided in these Articles of Incorporation, or the in the Corporation's Bylaws.

Furthermore, the purpose for which the Corporation is organized is to engage in charitable and educational activities, including without limitation, the following: Equine Assisted Therapy for at-risk children and veterans, agricultural education, and educational programs for children.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

### **ARTICLE III**

#### **Powers**

The Corporation hereby incorporates by reference any and all corporate powers given to not-for-profit corporations by virtue of Section 617.0302 of the Florida Statutes. The Corporation's activities are limited by the provisions of Section 617.0835 of the Florida Statutes which are incorporated by reference herein and any and all other restrictions which are required to obtain tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

### **ARTICLE IV**

#### **Members**

The Corporation shall be organized on a non-stock basis. Admission of members shall be governed by the Bylaws. Members shall be natural persons over the age of eighteen (18) years. The initial members shall be appointed by resolution.

### **ARTICLE V**

#### **Board of Directors**

The business affairs of the Corporation shall be managed and all the corporate powers thereof shall be vested in and exercised by a Board of Directors. The Board of Directors shall be appointed as provided in the Bylaws of the Corporation. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation, but shall never be less than three (3). The Board of Directors shall be selected by a vote of the Members, as provided in the Bylaws, every two years. The names and addresses of the persons who shall serve as the members of the initial Board of Directors of the Corporation until their successors shall be appointed by resolution.

### **ARTICLE VI**

#### **Officers**

The officers of the Corporation shall be a President, Vice President, and Treasurer and such other officers as may be provided by the Bylaws. Officers shall be elected every two years by the Board of Directors at its annual meeting.

### **ARTICLE VII**

#### **Incorporator**

The name of the incorporator is Frank N. Lago, Esq. for the Walk Law Firm, PA. The street address of the incorporator is Walk Law Firm, PA, 102 W. Whiting Street, Suite 502, Tampa, Florida 33602.

**ARTICLE VIII**  
**Initial Registered Office and Agent**

The street address of the initial registered agent of the Corporation is the Walk Law Firm, PA at 102 W. Whiting Street, Suite 502, Tampa, Florida 33602.

**ARTICLE IX**  
**Bylaws**

The Directors of the 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.

Upon proper notice, the Bylaws may be amended, altered, or rescinded by a majority vote of the Directors present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

The Bylaws of the Corporation shall contain provisions regulating the powers of the Corporation, the Directors, the Officers, and the Members, any standing committees, the control of the property owned by the Corporation and such other things as shall be necessary and proper for the carrying on of the business of the Corporation.

**ARTICLE X**  
**Amendment**

These Articles of Incorporation may be amended by a majority vote of the members present at any regular meeting or a special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

**ARTICLE XI**  
**No Personal Liability**

The Directors, Officers, and agents of the Corporation shall not be held personally liable or responsible for any contracts, debts, or defaults of the Corporation while acting for or on behalf of the Corporation in any official and authorized capacity. The Corporation shall indemnify all of its Directors, Officers, and agents and all of its former officers, directors, and agents, to the fullest extent permitted by law.

**ARTICLE XII**  
**Dissolution**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying and making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation 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 the assets of the Corporation shall be distributed to an organization with a similar purpose as described in Article II that qualifies for exemption from federal income tax under section 501(c)(3) of the

Internal Revenue Code, or the corresponding section of any future federal tax code, or the assets of the Corporation 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 XIII**  
**Term of Existence**

The Corporation shall have perpetual existence.

**ARTICLE XIV**  
**Prohibition against Private Inurement**

No part of the net income or net assets of the corporation shall inure to the benefit of, or distributable to, its directors, officers, members or other private persons. However, the corporation is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its tax exempt purposes.

**ARTICLE XV**  
**Proscription against Legislative and Political Activities**

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. This corporation shall not take any action on any activity not permitted to be taken or carried on by an organization exemption under §501(c)(3) of the Internal Revenue Code of 1986 and its regulations as amended, or by an organization, contributions to which are deductible under §170(c)(2) of such Code and its regulations as amended.

**IN WITNESS WHEREOF**, the undersigned incorporator executed these Articles of Incorporation of Fenix Farms, Inc., this March 21, 2016.

  
Frank N. Lago, Esq., Incorporator

**[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]**

### ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the within-name Corporation, at the place designated hereinabove, the undersigned hereby accepts the designation to act in this capacity, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties and acknowledges that it is familiar with and accepts the obligations of its position as registered agent.

Date: March 21, 2016

Walk Law Firm, PA, Registered Agent

By: R. Walk

Name: Rochelle Friedman Walk, Esq.

Title: President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA