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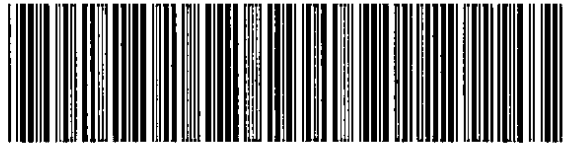
(Business Entity Name)

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FILED
19 SEP 19 AM 8:07
TALLAHASSEE, FLORIDA

OCT 07 2019
S. YOUNG

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
OCALA DOWNTOWN MARKET, INC.**

FILED
19 SEP 19 AM 8:07
CLERK OF CIRCUIT COURT
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation (the "Corporation"), under the laws of the State of Florida and in compliance with Chapter 617, Florida Statutes, (Not-for-Profit).

ARTICLE I

Name and Address

The name of the corporation shall be Ocala Downtown Market, Inc. and the principal address of the Corporation shall be 310 Southeast 3rd Street, Ocala, Marion County, Florida 34471, or at such other address as may from time to time be determined by the Board of Directors.

ARTICLE II

Nature of Business

The Corporation shall be organized as a not-for-profit corporation under chapter 617, Florida Statutes. The Corporation is organized and the purpose of the Corporation is exclusively for charitable, religious, educational, and scientific purposes and to engage in exempt function activity as described in Section 501(c)(3) of the Internal Revenue Code of the United States, which activities are exempt from taxation under such section. No part of the Corporation's earnings shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purpose.

ARTICLE III

INCORPORATOR

The name and address of the Incorporator of this Corporation is as follows:

Kevin T. Sheilley
310 SE 3rd Street
Ocala, Florida 34471

ARTICLE IV

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law. Upon the dissolution of the Corporation, assets shall be distributed to a nonprofit fund, foundation, or corporation that is organized exclusively for either charitable or social welfare purposes, having established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to a state or local government, for a public purpose, or any other purpose permitted by law.

ARTICLE V

REGISTERED AGENT

The location and address of the Corporation's initial Registered Office in Ocala, is 310 SE 3rd Street, Ocala, Florida 34471. The initial Registered Agent at the Registered Office is Kevin T. Sheilley. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

ARTICLE VI

BOARD OF DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of at least three persons, the exact number to be determined from time to time in accordance with the Bylaws. The Directors shall be elected as provided in the Bylaws.

ARTICLE VII

OFFICERS

The Corporation shall have a Chairman, Vice Chair, and a Secretary-Treasurer, and may have additional and deputy officers, including without limitation thereto, a Deputy Treasurer. The same person may hold two or more offices.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss, or judgement any Director or Officer of the Corporation, made a party or threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action to procure a judgement in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, Officer, employee, or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he/she served at the request of the Corporation, against judgements, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit, or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interest of the Corporation and criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit, or proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation.

(b) The Corporation may indemnify an individual made a party to a proceeding(s) because the individual is or was a director, officer, employee or agent of the corporation, against liability if authorized in the specific case, after determination in the manner required by the Board of Directors, that indemnification of the director, officer, employee or agent, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors, officers, employees and agents of the Corporation. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding.

(c) The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee, or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law.

(d) All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall

limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee, or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee", and "agent" shall include the heirs, estates, administrators, executors, and personal representatives of such persons.

ARTICLE IX DISSOLUTION OF ORGANIZATION

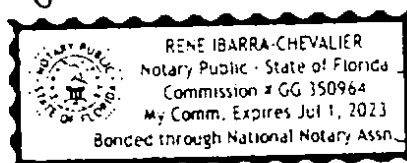
Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization 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.

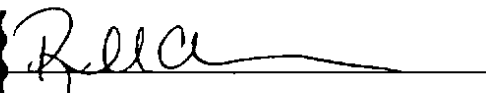
IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation has hereunto set his signature and seal this 29 day of August, 2019.


KEVIN T. SHEILLEY

STATE OF FLORIDA
COUNTY OF MARION

Kevin T. Sheilley, who is personally know to me, acknowledged this instrument to me at this 29 day of August, 2019.



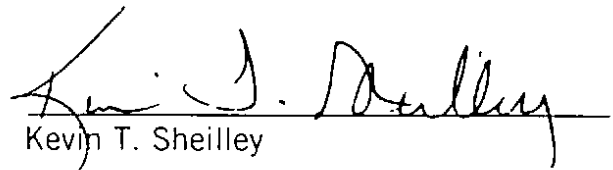


Notary Public

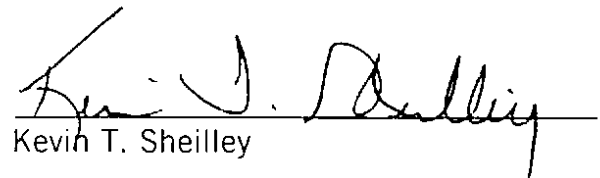
CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes Section 48.091 and 617.0501, the following is submitted:

OCALA DOWNTOWN MARKET, INC. desiring to organize as a not-for-profit corporation under the laws of the State of Florida, has designated 310 SE 3rd Street, Ocala, Marion County, Florida 34471, as its initial Registered Office and has named Kevin T. Sheilley, located at said address, as its initial Registered Agent.


Kevin T. Sheilley
Incorporator

Having been named as Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statute Section 48.091 relative to keeping the office open.


Kevin T. Sheilley