

12/08/2016 12:00 FAX

GUNSTER YOAKLEY

001/004

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**South Florida Agricultural Foundation, Inc.**

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**ARTICLES OF INCORPORATION**  
**OF**  
**SOUTH FLORIDA AGRICULTURAL FOUNDATION, INC.**  
*(A Florida Not For Profit Corporation)*

*I, the undersigned incorporator, for the purpose of incorporating and organizing a corporation under the Florida Not For Profit Corporation Act (the "Act"), do hereby execute the following Articles of Incorporation, and certify as follows:*

**ARTICLE I**  
**NAME**

The name of the corporation shall be: SOUTH FLORIDA AGRICULTURAL FOUNDATION, INC. (the "Corporation").

**ARTICLE II**  
**PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be: 224 Datura Street, Suite 1114, West Palm Beach, Florida 33401.

**ARTICLE III**  
**PURPOSES**

1. The Corporation is not-for-profit and is organized, the net earnings of which are devoted exclusively to promote the common interests of individuals and businesses who work in the Florida sugarcane industry and other agricultural interests in the Lake Okeechobee region as described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law (the "Code").

2. No part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or to any other private shareholder or individual (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

3. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(6) of the Code.

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4. Upon the dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for the promotion of this purpose as described in Section 501(c)(6) of the Code, as the Board of Directors of the Corporation shall determine.

#### **ARTICLE IV ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed shall be as provided in the Bylaws. The names and addresses of the initial directors are as follows:

Ardis Hammock  
P.O. Box 1686  
Clewiston, FL 33440

Hillary Hyslope  
109 Central Avenue  
Clewiston, FL 33440

Linda Johnson-Earsley  
160 N.W. 7<sup>th</sup> Avenue  
South Bay, Florida 33493

#### **ARTICLE VI MEMBERSHIP**

The Corporation shall have one class of members who shall be members in title only and with no voting or managerial authority as more specifically provided in the Bylaws.

#### **ARTICLE VII INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

The name and Florida street address of the registered agent is GY Corporate Services, Inc., 600 Brickell Avenue, Suite 3500, Miami, Florida, 33131.

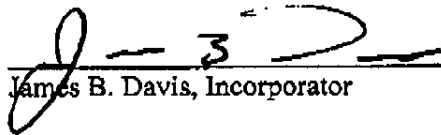
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**ARTICLE VIII  
INCORPORATOR**

The name and address of the Incorporator is:

James B. Davis  
c/o Gunster  
450 East Las Olas Boulevard, Suite 1400  
Fort Lauderdale, Florida 33301

IN WITNESS WHEREOF the undersigned has executed these Articles as of the 8th day of December, 2016.

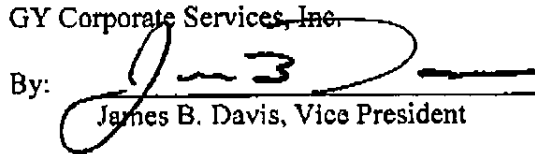
  
James B. Davis, Incorporator

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent and to accept the service of process for the above-stated limited liability company at the place designated in these Articles, GY Corporate Services, Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. GY Corporate Services, Inc., further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 608, F.S.

GY Corporate Services, Inc.

By:

  
James B. Davis, Vice President

Date: December 8, 2016