

Division of Corporations

Page 1 of 2
H17000098120 3

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**FLORIDA PROFIT/NON PROFIT CORPORATION
NATIVE FRESH, INC.**

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H17000098120 3

ARTICLES OF INCORPORATION
OF
NATIVE FRESH, INC.

In compliance with the requirements of Chapter 617 of the Florida Statutes and Section 501(c)(3) of the Internal Revenue Code of 1986, including its Treasury Regulations, all as amended from time to time (the "Code"), the undersigned serves as incorporator for the purpose of forming a corporation not for profit (the "Incorporator") and does hereby certify:

ARTICLE 1
NAME

The name of this corporation is NATIVE FRESH, INC. (the "Corporation").

ARTICLE 2
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The initial principal place of business and the initial mailing address of the Corporation is 1131 North Laura Street, Jacksonville, Florida 32206.

ARTICLE 3
REGISTERED AGENT

The name of the initial registered agent of the Corporation, who is authorized to receive service of process, is Dr. Robert V. Lee, III. The street address of the initial registered office of the Corporation is 1131 North Laura Street, Jacksonville, Florida 32206.

ARTICLE 4
PURPOSES

4.1 General Purposes. The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Code.

4.2 Specific Purposes. The specific purposes for which the Corporation is formed are as follows:

(a) To support and carry out the charitable and educational functions of Fresh Ministries, Inc. (the "Member") by providing financial support and other aid to the Member and to its beneficiaries as directed by the Member as a supporting organization described in Section 509(a)(3)(B)(i) of the Code;

(b) To construct an aquaponics facility at the Weaver Center for Community Outreach;

H17000098120 3

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H17000098120 3

- (c) To educate the community about aquaponics farming; and
- (d) To perform such other acts and conduct such other activities as the Member may direct or request.

ARTICLE 5 POWERS

In furtherance of the purposes described in Article 4 above, the Corporation is authorized:

- (a) To promote, support, and engage in activities carried on for charitable purposes, by the direct conduct of such activities, and by making grants to other organizations engaged in charitable activities.
- (b) To receive and maintain personal or real property, or both; and, subject to the restrictions and limitations set forth below, to use and apply the whole or any part of the income from such property and the principal thereof exclusively for charitable, educational, literary, or scientific purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.
- (c) To receive assistance, money (as dues or otherwise), real or personal property and any other form of contribution, gift, bequest, or devise from any person or entity, to be used in the furtherance of the objects and purposes of the Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provided that gifts will be subject to acceptance by the board of directors of the Corporation (the "Board") as required by the bylaws of the Corporation (the "Bylaws").
- (d) To establish an office and employ such executive, administrative, and clerical personnel as may be necessary and proper in the judgment of the Board, and pay reasonable compensation for the services of such persons.
- (e) To distribute, in the manner, form, and method, and by the means determined by the Board, any and all forms of contributions or other funds received by it in carrying out charitable and educational programs of the Corporation in the furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in furtherance of these objects and purposes are and will continue to be used exclusively for such purposes.
- (f) To invest and reinvest surplus funds in such securities and properties as the Board may from time to time determine.
- (g) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan, or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness, or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers, and privileges of ownership.

H17000098120 3

H17000098120 3

(h) To contract and be contracted with, and to sue and be sued.

(i) To adopt and use an official seal for the Corporation pursuant to Section 617.0302(3) of the Florida Statutes.

(j) To do all acts and things necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges, and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations not for profit under the Florida Not for Profit Corporation Act, including but not limited to the powers described in Section 617.0302 of the Florida Statutes.

Despite the foregoing, all powers and activities of the Corporation and its Board are limited by and subject to the requirements of Section 501(c)(3) of the Code and to the other limitations provided in these Articles of Incorporation (the "Articles") or the Bylaws.

ARTICLE 6 MEMBERSHIP

The Corporation shall have one voting member, who shall have all the rights and privileges of members of the Corporation. There shall be no nonvoting members.

The name and address of the initial Member is as follows:

Fresh Ministries, Inc.
1131 North Laura Street
Jacksonville, Florida 32206.

ARTICLE 7 DIRECTORS

Subject to the limitations set forth in the Bylaws, all corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board. The number and method of election or appointment of directors shall be governed by the Bylaws.

The names and addresses of the initial directors are as follows:

Dr. Robert V. Lee, III
1131 North Laura Street,
Jacksonville, Florida 32206

Dr. Robert V. Lee, IV
1131 North Laura Street,
Jacksonville, Florida 32206

Rochelle Marino
1131 North Laura Street,
Jacksonville, Florida 32206

Jim Draper
1409 Atlantic Boulevard
Jacksonville, Florida 32207

Mike Dillon
3491 Woodley Park Place
Oviedo, Florida 32765

H17000098120 3

H17000098120 3

If a vacancy produces a number of directors different than the number of directors authorized in the Bylaws, an additional director shall be elected or appointed pursuant to the terms of these Articles and the Bylaws to fill the vacancy. The terms for which the directors are to serve and the method by which the directors are to be elected or appointed will be stated in the Bylaws.

ARTICLE 8 OFFICERS

The officers of the Corporation shall consist of a president and secretary. Other officers may be provided for in the Bylaws. Each officer shall be elected by the Board (and may be removed by the Board) at such time and in such manner as may be prescribed by the Bylaws.

ARTICLE 9 DIRECTORS' AND OFFICERS' INDEMNIFICATION

9.1 Indemnification. Every director and officer of the Corporation will be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeals) to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation, whether or not a director or officer at the time such expenses are incurred, but only if (i) the director or officer is not adjudged guilty of or liable for willful misfeasance in the performance of his or her duties, and (ii) in the case of a settlement before entry of judgment, the Board and the Member approve such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which a director or officer may be entitled by law. Appropriate liability insurance may be provided for every officer, director, and agent of the Corporation in amounts determined by the Board from time to time, subject to the written consent or approval of the Member pursuant to the terms of the Bylaws.

9.2 Interest of Directors and Officers in Contracts. Any contract, whether for compensation or otherwise, or other transactions between the Corporation and (i) one or more of its directors or officers, (ii) any firm of which one or more of its directors or officers are shareholders, partners or employees, or in which they are interested, or (iii) any corporation, association, or partnership of which one or more of its directors or officers are shareholders, members, directors, officers, partners, or employees, or in which they are interested, will be valid for all purposes, despite the presence of such director or directors, officer, or officers, at the meeting of the Board which acts upon or in reference to such contract or transaction and despite his or their participation in such action. The fact of such interest must be disclosed to or known by the Board and the Board may, nevertheless, authorize, approve, and ratify such contract or transaction by vote of majority of the directors present. This section will not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto. This provision is subject to modification by any conflict of interest policy adopted by the Board, whether in the Bylaws or otherwise.

H17000098120 3

H17000088120 3

ARTICLE 10
CHARITABLE LIMITATIONS

Despite any other provision of these Articles, the Corporation may not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and Section 617.0835 of the Florida Statutes. These restrictions include, but are not limited to, the following:

10.1 No Private Inurement. No part of the net earnings of the Corporation may inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or to any other private persons, except that the Corporation is authorized and empowered (i) to pay reasonable compensation for personal services rendered to the Corporation, so long as the services are reasonable and necessary to carrying out the charitable purposes of the Corporation, (ii) to reimburse expenses or advances made for the Corporation that are reasonable in character and amount, and (iii) to make payments and distributions to persons who are qualified to receive them in furtherance of the Corporation's charitable purposes as set forth herein. All of the net earnings and assets of the Corporation will be expended for the purposes stated in Section 501(c)(3) of the Code.

10.2 No Propaganda. No substantial part of the activities of the Corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation; and the Corporation may not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

10.3 Private Foundation Rules. In the event that, and for so long as, the Corporation is characterized as a private foundation within the meaning of Section 509(a) of the Code, the Corporation:

- (a) shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code;
- (b) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;
- (c) shall not retain any excess business holdings as defined in Section 4943(c) of the Code;
- (d) shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and
- (e) shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

H17000088120 3

**ARTICLE 11
DURATION AND COMMENCEMENT OF EXISTENCE**

The Corporation shall exist perpetually.

**ARTICLE 12
NON-STOCK BASIS**

The Corporation is organized (and shall be operated) on a non-stock basis, within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates, if so provided in the Bylaws.

**ARTICLE 13
DISSOLUTION AND DISPOSITION OF ASSETS**

If the Corporation is dissolved pursuant to the Florida Statutes, the Board, after paying or making provisions for the payment of all of the liabilities of the Corporation, shall dispose of all of the assets of the Corporation by transferring such assets to the Member. However, if the Member no longer exists or is no longer exempt from tax under Section 501(c)(3) of the Code, then the Board shall transfer such assets to organizations exempt from tax under Section 501(c)(3) of the Code that are engaged in activities of the type described in Article 4 above, as the Board determines. Any assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such charitable purposes, or to such organization or organizations as that court determines are organized and operated exclusively for such purposes.

**ARTICLE 14
AMENDMENT OF ARTICLES**

Amendments to these Articles may be made only by the Member pursuant to the terms of the Bylaws. No such amendment shall violate the charitable purpose of this Corporation, although its charitable purposes may be altered thereby, nor shall any amendment jeopardize the tax exempt status of this Corporation under section 501(c)(3) of the Code.

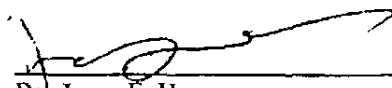
**ARTICLE 15
BYLAWS**

The Bylaws shall be adopted by the Incorporator on behalf of the Corporation and may be altered, amended, or rescinded only by the Member pursuant to the terms of the Bylaws.

H17000098120 3

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of Florida, the undersigned, constituting the Incorporator of this Corporation, executed these Articles on April 10, 2017.

NATIVE FRESH, INC.


By: Jason E. Havens
Its: Incorporator

Address of Incorporator:

Jason E. Havens
Holland & Knight LLP
50 N Laura St
Suite 3900
Jacksonville, FL 32202


H17000098120 3

H17000088120 3

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the Corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Not for Profit Corporation Act, and acknowledges that it is familiar with, and accepts, the obligations of such position.

Date: April 10, 2017



Dr. Robert V. Lee, III