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FLORIDA PROFIT/NON PROFIT CORPORATION
AgAmerica Foundation, Inc.

Certificate of Status	0
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Page Count	06
Estimated Charge	\$78.75

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FLORIDA DEPARTMENT OF STATE
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**ARTICLES OF INCORPORATION
OF
AGAMERICA FOUNDATION, INC., a Florida not-for-profit corporation**

**ARTICLE I.
NAME**

The complete legal name of this Corporation shall be AGAMERICA FOUNDATION, INC.

**ARTICLE II.
PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The address of the principal office and mailing address of the Corporation is 4030 South Pipkin Road, Lakeland, Florida 33811.

**ARTICLE III.
DURATION**

The term of existence of the Corporation is perpetual. The corporate existence shall commence with the filing of these Articles of Incorporation.

**ARTICLE IV.
PURPOSE**

This Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

For such purposes, and operating without profit, and in the manner stated, the Corporation shall have the power to:

- A. Engage in any and all activities which may be deemed necessary or appropriate for the proper and successful attainment of the objects and purposes for which this Corporation was created.
- B. Solicit, accept, hold and administer contributions received by deed, gift, will,

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ordinance, statute or otherwise; to own, hold, operate and administer or dispose of real and personal property, both in this State and all other states, territories and dependencies of the United States and generally to do all things necessary and proper to accomplish the purposes herein stated and permitted to like non-profit corporations by law.

C. Provided further, that:

1. Assets or property held in trust for the Corporation or by the Corporation for its corporate purposes as herein stated shall be segregated and identified as being so held, and shall not be held without disclosure of the fiduciary capacity in which they are held.
2. The Corporation shall not engage in any transaction prohibited by Section 503(c) of the United States Internal Revenue Code as now enacted or as it may hereafter be amended.
3. The Corporation shall not apply accumulation of income in any manner which may subject it to denial of exemption as provided in Section 504 of the United States Internal Code as now enacted, or as it may hereafter be amended.

Additionally, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. 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 or in opposition to any candidate for public office. 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 Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of

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the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V.
BYLAWS

Except as otherwise provided therein, the Bylaws of this Corporation shall be made, altered and rescinded by a majority vote of the Board of Directors voting at any regular Board of Directors meeting or at a special meeting called for that purpose.

ARTICLE VI.
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of not less than three (3) voting Directors and no more than nine (9) voting Directors and by such other officers of the Corporation as the Corporation may hereafter see fit to name and designate as provided in the Bylaws. The number of Directors may be increased or decreased from time to time by the Bylaws of the Corporation, but shall never be less than three (3) voting members or more than nine (9) voting members. The present Board of Directors shall consist of three (3) Directors hereinafter named:

Courtney Eelman
161 Juliana Ridge Way
Auburndale, Florida 33823

Patrick Spinoso
Post Office Box 689
Bartow, Florida 33831

Adara Richter
3137 Boger Boulevard West
Lakeland, Florida 33803

The method of election of Directors shall be set forth in the Bylaws.

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**ARTICLE VII.
MEMBERSHIP**

The only members of the Corporation will be its Board of Directors.

**ARTICLE VIII.
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is One Lake Morton Drive, Lakeland, Florida 33801, and the name of the Corporation's initial registered agent at that address is David D. Hallock, Jr.

**ARTICLE IX.
AMENDMENTS**

Any amendments to these Articles of Incorporation shall be adopted in the manner set forth in the Bylaws.

**ARTICLE X.
ADDITIONAL RESTRICTIONS**

Notwithstanding any other provision in the Articles, if this Corporation is deemed or determined to be a "Private Foundation" within the meaning of §509 of the Internal Revenue Code of 1986, as amended, then the Corporation shall be subject to the following limits and restrictions:

A. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

B. The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

C. The Corporation will not retain any excess business holdings as defined in section

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4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

D. The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

E. The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XI. INDEMNIFICATION

This Corporation shall indemnify the officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE XII. DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed 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 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. CHARITABLE PURPOSE

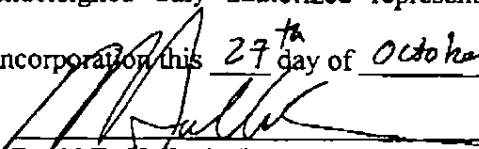
This organization is organized exclusively for charitable purpose within the meaning of

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section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended.

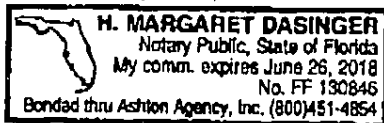
IN WITNESS WHEREOF, the undersigned duly authorized representative of the Corporation has executed these Articles of Incorporation this 27th day of October, 2017.


David D. Hallock, Jr.

STATE OF FLORIDA
COUNTY OF POLK

THE FOREGOING INSTRUMENT was acknowledged before me this 27th day of October, 2017, by David D. Hallock, Jr., on behalf of AGAMERICA FOUNDATION, INC., a Florida not-for-profit corporation, who is personally known to me.

(Affix Notary Seal)




NOTARY PUBLIC, State at Large

H. Margaret Dasinger
(Type or Print Name of Notary)

My commission expires: June 26, 2018

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, HEREBY ACCEPTS THE APPOINTMENT AS SUCH REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL FLORIDA STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF THE UNDERSIGNED'S DUTIES. THE UNDERSIGNED FURTHER CERTIFIES THAT THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF SUCH POSITION AS REGISTERED AGENT.

SIGNATURE: 

David D. Hallock, Jr.
Registered Agent

Date Signed: October 27, 2017

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