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COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: AQUAPONICS PROJECT INC
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: JULIA CARLETON
Name (Printed or typed)

7748 WAUNATTA CT.
Address

WINTER PARK, FL 32792
City, State & Zip

609-975-3380
Daytime Telephone number

julie@growfood365.org
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

Aquaponics Project Inc

7748 Waunatta Ct | Winter Park, FL 32792
Phone: 856-214-2318 | www.GrowFood365.org

Articles of Incorporation

Filed in accordance with Florida state law In compliance with Chapter 617, F.S., (Not for Profit)

November 10, 2017

Previously filed in accordance with New Jersey state law April 10, 2014

Previously filed in accordance with Maryland state law April 5, 2016

Article I — Name

Aquaponics Project Inc

Article II — Principal Office

7748 Waunatta Ct., Winter Park, FL 32792

Article III — Business Purpose

As set forth in the ByLaws, *Article II, page 1.*

Aquaponics Project Inc mission is to deliver sustainable agriculture solutions that grow food 365 days per year and result in long-term, positive impact for residents of community food deserts. Our vision is worldwide food security on an ecologically thriving Earth.

**Specifically, Aquaponics Project Inc is a not for-profit corporation organized upon a non-stock, no members basis exclusively for charitable purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.*

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 charitable purposes. The property of this corporation is irrevocably dedicated to charitable purposes, particularly providing education on aquaponics farming and methods to grow healthy food to communities in need, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

Aquaponics Project Inc will not engage in prohibited political and legislative activity under 501(c)(3). 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, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

If dissolved, Aquaponics Project Inc will distribute its assets within the meaning of 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.

Article IV — Manner of Election

As set forth in the ByLaws - ****Articles IV and V, page 4.** The initial Board of Directors is set forth in the Certificate of Incorporation. All members of the Board of Directors are default members of the Governance Committee until an appointed Committee is formed.

- A. The Governance Committee shall assure that the slate for election to the Board of Directors is pluralistic in nature, is representative of the demographic make-up of the community, and is in keeping with the affirmative action plan of the Organization.
- B. The Governance Committee shall present a slate for election to the Board of Directors in writing at least two weeks prior to the Annual Meeting.
- C. Members of the Governance Committee shall serve for a minimum of one year, but no more than two consecutive years, and shall make nominations for any vacancies occurring on the Board of Directors during the year.
- D. The Governance Committee shall present a slate of Officers for the Board in writing at least two weeks prior to the Annual Meeting. Members of the Board of Directors may place additional names in nomination for officer positions at the Annual Meeting if those persons to be nominated have agreed to nomination.

Article V — Initial Officers and/or Directors

The initial Board of Directors was set forth in the Certificate of Incorporation in state of New Jersey in 2014. Initial Florida Board of Directors:

Lou Bucelli — *Chairman*
1916 Old Cuthbert Rd, B-13
Cherry Hill, NJ 08034

Nancy Dinsmore — *Secretary*
149 Tomlinson Mill Rd
Marlton, NJ 08053

Frank Fareri — *Vice Chairman*
56 Saratoga Rd
Stratford, NJ 08084

Darlene Anderson — *Trustee*
100 Carlton Ave
Marlton, NJ 08053

Julia Carleton — *Treasurer*
7748 Waunatta Ct
Winter Park, FL 32792

Jacalyn Facciolo — *Trustee*
2015 Cunningham Rd
Wilmington, DE 19808

Article VI — Qualification as set forth herein

As set forth in the Bylaws – ****Article I and II, page 1**

Article VII — Rights and Limitations of members if not previously addressed

As set forth in the Bylaws – ****Article IV, page 1 and 2**

Article VIII — Asset Distribution

As set forth in the Bylaws – ****Article XI, page 4**


Article IX — Registered Agent

Julia Carleton
7748 Waunatta Ct
Winter Park, FL 32792

Article X — Incorporator

Julia Carleton
7748 Waunatta Ct
Winter Park, FL 32792

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Required signature of Registered Agent

JULIA CARLETON


Date

I submit this document and affirm that the facts herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155,F.S.


Required signature of Incorporator

JULIA CARLETON


Date

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CLERK OF COURT