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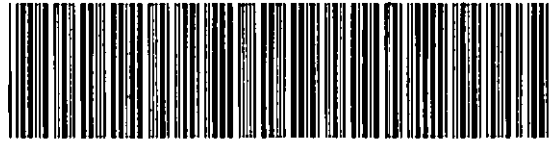
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2018 APR 13 AM 10:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

COVER LETTER

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

SUBJECT: The Spring Hill Gardeners Association, 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: Maxwell Droznin  
Name (Printed or typed)

421 N Woodland Blvd Unit 8249  
Address

DeLand, FL 32723  
City, State & Zip

978-430-0295  
Daytime Telephone number

Mdroznin@stetson.edu  
E-mail address: (to be used for future annual report notification)

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

FILED

2018 APR 13 AM 10:01

SECRETARY OF STATE  
TALLAHASSEE-FLORIDA

## ARTICLES OF INCORPORATION

OF

**The Spring Hill Gardeners Association, Incorporated**

**A NON-PROFIT CORPORATION  
IN THE LAWS OF THE STATE OF FLORIDA**

### INTRODUCTION

The undersigned incorporator for the purpose of forming a NOT-FOR-PROFIT CORPORATION in accordance with the laws of the State of Florida hereby adopts the following Articles of Incorporation.

#### ARTICLE I: NAME

- 1.0 The name of the Corporation is "The Spring Hill Gardeners Association, Incorporated"

#### ARTICLE II: PRINCIPAL OFFICE

- 2.0 The principal place of business of this Corporation in Florida will be located at 501 S Delaware Ave, Deland, Florida 32720. In addition, the Corporation may maintain other offices either within or without the State of Florida as its services requires.

#### LOCATION OF REGISTERED OFFICE

- 2.1 The location of the initial registered office of this Corporation is 501 S Delaware Ave, DeLand, Florida, 32720. Such office will be continuously maintained in the State of Florida for the life of this Corporation. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and filing the appropriate statement with the Secretary of State.

#### ARTICLE III: PURPOSES

- 3.0 This corporation will have the purposes or powers as may be stated in its Articles of Incorporation and such powers as are now or may be granted hereafter by law.

**The Purposes of this Corporation are:**

- (a) To operate exclusively for charitable, scientific and research-based, literary and educational purposes within the meaning of 501(c) (3) of the Internal Revenue Code of the 1954 as amended (or the corresponding provision of any future United States Internal Revenue law).
  - (b) To increase access to locally grown fresh fruits and vegetables in the Spring Hill community in DeLand through garden participation.
  - (c) To provide opportunities for the faculty of educational institutions and community students to teach and learn about the practical procedures for developing a community garden in the Spring Hill Community of DeLand, FL.
  - (d) To develop outreach programs for training and education of youth and adults in gardening with the emphasis on high yield and sustainable practices.
  - (e) To conduct educational and training programs and workshops for youth and adult community residents so that they can develop a better understanding of both the nutritional importance of fresh produce and how to incorporate more fresh and organic produce in their daily meals.
  - (f) To maintain a safe a beautiful green space for the community.
  - (g) To promote other community programs that lead to nutritionally healthier lifestyles.
  - (h) To enter into any kind of activity, and to make, perform and carry out contracts of any kind, in connection with, and necessary or related to, the accomplishment of the foregoing purposes of this Not-for-Profit Corporation.
- 3.1 The corporation shall be empowered to receive and administer funds for the aforesaid purpose or purposes, and to that end, to take and hold by contract, agreement, devise, bequest, gift, purchase, lease, either absolutely or in trust, for such objects and without limitations as to the amount of value, except such limitations, if any, as may be imposed by law; to own, to sell, convey and dispose of any such property, and to deal with such property for any of the aforementioned purposes, without limitation, except such limitation, if any, as may be contained in the instrument under which such property is received; and to exercise any, all and every power to do all lawful acts necessary or desirable to carry out its purposes consistent with the provisions of the Florida Non-Profit Corporation Act and said 501(c)(3) requirement of the IRS.
- 3.2 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, trustees, officers, or other private persons, and there shall be no payments and distributions in furtherance of the purposes set forth in this Article.

- 3.3 No part of the activities of the corporation shall be the carrying on of propaganda, political activities or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervenes in (including the publishing or distribution of statements) and political campaign on behalf of any candidate for public office.
- 3.4 Notwithstanding, any of the provisions of these Articles of Incorporation, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under 501 (c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law).
- 3.5 In any year that the organization is treated as a private foundation under 509 of the Internal Revenue Code, the organization shall not engage in any act of self-dealing as defined in 4941; the organization shall not retain any excess business holdings as defined in 4943; the organization shall not make any investment so as to subject the organization to tax under 4944 and the organization shall not make any taxable expenditures as defined in 4945. All Code references are to the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law).

#### **ARTICLE IV: DIRECTORS**

- 4.0 The Board of Directors is that group of persons vested with the management of the business and affairs of this Corporation subject to the laws of Florida, the Articles of Incorporation, the Bylaws, and IRS Codes. All of the officers and others so designated shall constitute the Board of Directors and will be referred to as Officers and Directors. The Bylaws will delineate the specific manner in which the Board of Directors will function.

##### **Structure of Board**

- 4.1 The initial Board of Directors will be appointed by the incorporator(s) and will serve for two years and there after the Directors shall be elected for two years and can serve consecutive terms with no term limits. There will be no limitations on the consecutive terms that a director can serve. The Officers and Directors of the Corporation shall be elected every year and this includes the President, Vice President, Secretary, Treasurer, Director of Members Relations, Education Chair, Director of Public Relations, and any other Directors so designated. The officers shall comprise the Executive Committee and can serve any consecutive terms before going off the board and/or just being a regular member.

#### 4.2 **The Initial Officers and or Directors**

The initial Officers and Directors shall comprise of the following:

Name and Title: Maxwell Droznin, President  
Address: 14 Spanish Pine Way  
Ormond Beach, FL 32174

Name and Title: Shilretha Dixon, Vice-President  
Address: 608 S Parsons Ave.  
DeLand, FL 32720

Name and Title: Vivian Thomas, Secretary  
Address: P.O. Box 2951  
DeLand, FL 32720

Name and Title: Melissa Reeves, Treasurer  
Address: 1571 S. Woodland Blvd apt#310  
DeLand, FL 32720

Name and Title: Rodney Gray, Director of Education  
Address: PO Box 4247  
Enterprise, FL 32725

Name and Title: Phosphoria Hill, Director of Member Relations  
Address: P.O. Box 1977  
DeLand, FL 32720

Name and Title: Regina White, Director of Public Relations  
Address: 697 S. Boundary Ave.  
DeLand, FL 32720

### **Qualifications of Directors**

#### 4.3 The qualifications for becoming and remaining a Director of this Corporation are as follows:

All Directors must possess one or more of the following qualifications: Show evidence that each is committed to the values and purposes of the organization; previous activities in some community organization; good organizational skills; time management skills.

There will be no discrimination based on race, gender, ethnicity or seniority and y rank and or status of the individual.

- 4.4 Directors and key officers and all members must agree to follow the ByLaws of THE SPRING HILL GARDENERS ASSOCIATION of DeLand, Florida and uphold, protect, defend and support the Constitution of the United States. Additionally, officers/ directors agree to attend all scheduled meetings of the Board of THE SPRING HILL GARDENERS ASSOCIATION and carry out their duties and services diligently, as determined by the Board and its ByLaws.

### **Number of Officers /Directors and Powers of the Board of Directors**

- 4.5 The number of Officers /Directors of this Corporation will be a minimum of 5 and no more than 15 until further amendment of the ByLaws of the corporation. However, by two-thirds vote of the membership the number of officers and directors could be increased and or changed at the annual or any other meeting of the board and membership.
- 4.6 The powers and management of THE SPRING HILL GARDENERS ASSOCIATION shall be vested in the Officers and Directors who will constitute the Board of Directors and be responsible for the management of THE SPRING HILL GARDENERS ASSOCIATION in accordance with the ByLaws. The Officers will constitute the Executive Committee of the Board of Directors and can make interim decisions prior to the designated meetings of the Board and the membership. The decisions of the Executive Committee and the Board of Directors will be binding on the membership of THE SPRING HILL GARDENERS ASSOCIATION and could only be reversed and changed at a regular meeting of the membership or by the Officers/Board of Directors and by a duly approved motion.

### **Elected Officers/Directors**

- 4.7 After the initial terms, all Directors of the Board shall serve two year terms. This election shall be held at the annual meeting of the membership and will be based on a slate of officers that are presented for each member to vote on.
- 4.8 The membership, by a majority vote, shall select a successor, upon the term expiration of the Officers/Director. The successor Officers/Director's skills shall be similar to the skills of the vacating Officer/Director. An Officer/Director may serve any unlimited and successive terms, provided he/she is duly elected by the membership.
- 4.9 An Officer/ Director may be removed for just cause from office as provided in the Articles of Incorporation. Such removal will be without prejudice to any contract rights of the Officer/Director so removed, as outlined in section Removal of an Officer or Director.
- 4.10 Directors shall serve until their successor has been elected or in case of removal for just cause, at the conclusion of the vote by the Board of Directors.

### **Vacancies on the Board**

- 4.11 Resignations of Officers/Directors will become effective immediately or on the date specified therein, and vacancies will be deemed to exist as of such effective date. Any vacancy occurring on the Board of Directors, and any officership/directorship to be filled by reason of an increase in the number of Officers/Directors, will be filled by a majority of the members voting at a regularly scheduled meeting of the membership. The new Officer/Director elected to fill the vacancy will serve for the unexpired term of the predecessor in office.

## **ARTICLE V: CORPORATE BOARD MEETINGS**

### **Place of THE SPRING HILL GARDENERS ASSOCIATION Board Meetings**

- 5.0 The Board of Directors reserves the right to call and schedule meetings.
- 5.1 Meetings of the Board of Directors, regular or special, will be held at the registered office of this Corporation or any place or places within or without the state as the Board of Directors may designate by resolution duly adopted at a regular or special meeting.

### **Regular Board Meetings**

- 5.2 The Executive Committee which includes all of the officers of THE SPRING HILL GARDENERS ASSOCIATION shall constitute the Executive committee with the powers to manage, make decisions on the operations and management of THE SPRING HILL GARDENERS ASSOCIATION. This will be the one only standing committee of the Board of directors. Regular meetings of the Executive Committee of the Board of Directors will be held monthly on the first Sunday of each month, or other day set forth in each month. Should any such day in any year constitute a legal holiday, then the meeting will be held instead in such instance on the next Sunday. This provision constitutes notice to all Officers /Directors and members of regular meetings for each year and instances, and no further notice shall be required although such notice may be given. The decisions of the Executive will be binding on the entire SPRING HILL GARDENERS ASSOCIATION membership unless said decisions are reopened and voted on by the membership.
- 5.3 The Executive Committee will meet one hour before the regular Board of Directors and or Membership meeting at which time all members will have input and make motions on any topic relating to THE SPRING HILL GARDENERS ASSOCIATION. Any decisions of the membership voted on by the majority of the members will be binding on THE SPRING HILL GARDENERS ASSOCIATION.



The regular meeting of the Board of Directors will be held on first Sunday of each month and will comprise of elected board members of THE SPRING HILL GARDENERS ASSOCIATION. The Board will include all of the elected officers and those additional members elected by the membership. All decisions will be recorded by the secretary and the president will serve as chair of the board.

### **Call of Special Board Meetings**

- 5.4 A special meeting of the Executive Committee/Board of Directors and the members may be called by either with adequate notice at least (2) days before the meeting
- (a) The President
  - (b) A majority of Executive Committee and Board members of the Board of THE SPRING HILL GARDENERS ASSOCIATION shall constitute a quorum of the Board of Directors.
  - (c) E-mail can be used.
  - (d) Notice by text message
  - (e) Or phone call with a record of the call

### **Notice of Special Directors' Meetings**

- 5.5 Written, electronic or telephonic notice stating the place, day and hour of any special meeting of the Officers/Board of Directors will be delivered electronically or telephonically, of not less than two (2) calendar days before the date of the meeting is required. If written notice is delivered by United States mail (registered or certified mail addressed to the Director at their address as it appears on the records of this corporation) not less than five (5) calendar days before the date of the meeting is required. Such notice should state the business to be transacted at, or the purpose of such meeting.
- 5.6 An Officer/Director's and or member's attendance at a special call meeting indicates that notification of this meeting was received.

### **Quorum of Directors**

- 5.7 A majority of the entire Officers/Board of Directors shall constitute a quorum of the Board. The action of the quorum, present or telephonically, shall be deemed the official representation of the Board of Directors, unless a greater number is required under the provisions of the Articles of Incorporation, or any provision of these Bylaws.

## **ELIGIBILITY FOR MEMBERSHIP IN THE SPRING HILL GARDENERS ASSOCIATION**

There shall be two tiers of membership. Board members and gardeners. The Eligibility for Membership in THE SPRING HILL GARDENERS ASSOCIATION shall meet the following criteria, namely:

Section 1. This organization shall be absolutely nonpolitical and shall not be used for the dissemination of partisan principles or for the promotion of the candidacy of any person seeking public office or preferment.

Section 2. There shall be no discrimination of gardeners based on race, sex, creed, income level, or ethnicity.

Section 3. To join the board of THE SPRING HILL GARDENERS ASSOCIATION all that is necessary is the majority vote by members of THE SPRING HILL GARDENERS ASSOCIATION.

Section 4. To become a gardener within THE SPRING HILL GARDENERS ASSOCIATION, one must be over the age of 18 and provide proof of residency within the Greater Spring Hill Community in DeLand, FL as defined as being bordered by New York Ave to the north, Woodland Blvd to the east, and SR-15 to the west and south.

Section 5. A confidential list will be maintained of all members past and present, including their full name and dates during which they were members

Section 6. The garden is open to all volunteers regardless of residency, race, sex, creed, ethnicity, and race. Volunteers under the age of 18 must be accompanied by an adult supervisor. Volunteers may also sit in on meeting of the board and general membership meetings, but cannot vote.

### **5.8 MEMBERSHIP DUES AND MEETINGS**

Membership meetings will held once a month on the first Sunday of the month. All members in good standing can actively participate in the proceedings and vote on items presented.

5.9 Membership dues will be assessed on each member in the amount of \$20.00 annually and this amount of dues is subject to change by the Executive Committee and the Board of Directors.

5.10 No one will be prevented from attending meetings if they meet the membership criteria. However, the member will not be able to vote on related issues unless financial.

5.11 There will be a category of: Life member who will be recognized by the Executive committee, state and national as being paid up life.

## **ARTICLE VI: INFORMATION ACTION**

### **Waiver of Notice**

- 6.1 Whenever any notice is required to be given under the provisions of the law, the Articles of Incorporation, or the Bylaws, a waiver of such notice in writing signed by the person or person entitled to notice, whether before or after the time stated in such waiver, shall be deemed equivalent to the giving of the notice. Such waiver must, in the case of a special meeting of Officers/Directors and members specify the nature of the business to be transacted.

### **Action by Consent**

- 6.2 Any action required by law under the Articles of Incorporation or these Bylaws, or any action that may otherwise be taken at a meeting of the Officers/Board of Directors and members, may be taken without a meeting if a consent in writing, including electronically (e-mail or text message) setting for the action so taken, is signed by all persons entitled to vote with respect to the subject matter of such consent, or all officers and directors in office and filed with the adjutant.

## **ARTICLE VII: OPERATIONS**

### **Fiscal Year**

- 7.0 The fiscal year of this Corporation shall be the July 1. to June 30.

### **Execution of Documents**

- 7.1 Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Corporation shall be signed by any two of the following: President and one of the following: Treasurer, Vice President, Secretary, Leases, or other instruments executed in the name of and on behalf of the Corporation shall be signed by the President, Vice President, and Treasurer and have attached copies of the resolution of the Board of Directors authorizing such execution.

### **Books and Records**

- 7.2 The Corporation shall keep correct and complete records of account, and minutes of the proceedings of its Board of Directors and Committees. The Corporation will keep at its registered office a membership register giving the names,

addresses, and showing classes and other details of the membership of each and the original or a copy of its Articles of Incorporation and Bylaws including amendments to date certified by the Secretary of the Corporation.

### **Inspection of Books and Records**

- 7.3 All Books and records of this Corporation may be inspected by any Officer/Director, member or his/her agent or attorney, for any proper purpose at any reasonable time, not to exceed ten (10) business days, on written notice of the reasons for the requested information.

### **Non-Profit Operations – Compensation**

- 7.4 This Corporation shall not have or issue shares of stock. No dividend shall be paid, and no part of the income of this Corporation shall be distributed to its Directors or Officers or members. The Corporation shall not pay compensation to Officers, Directors or members for services rendered or for any kind of services.

## **ARTICLE VIII: CORPORATE ASSETS**

- 8.0 (1) No Officer, Director, Incorporator or member may have any vested right, interest, or privilege of, in, or to the Corporation's assets, functions, affairs, or franchises, or any right, interest, or privilege that may be transferable or inheritable, or that will continue if his/her membership ceases, or while he/she is not in good standing.
- 8.1 (2) Upon dissolution, any Corporate assets remaining after the payment or discharge of all corporate liabilities, the return, transfer, or conveyances of assets held on conditions requiring the same; and the transfer or conveyance of assets received and in to limitations permitting their use only for charitable, religious, benevolent, educational, or similar purposes shall be distributed to such one or more 501 (c) (3) organizations with similar missions in the Corporation as determined by the Board of Directors.

## **ARTICLE IX: DISSOLUTION OF THE ORGANIZATION**

- 9.0 The organization can be dissolved by a resolution duly presented at a regular or special meeting of the Officers/Board of Directors and the membership. There will be a two-thirds vote of the duly elected officers/board members and the membership as a whole in order to pass the resolution for dissolution.
- 9.1 The remaining assets of the corporation will be used exclusively for exempt purposes and or scientific and educational, religious and other charitable purposes for the benefit of the Greater Spring Hill Community.

- 9.2 No assets will be distributed to the benefit of any Board of Director, individual or entity that is not charitable, educational, and religious and tax exempt.

#### **ARTICLE X: CONFLICT OF INTEREST**

- 10.0 No member of the Board of Director shall engage in any activity that will give the appearance of actual or implied conflict of interest by deriving a benefit of services, money, or other items.
- 10.1 Each member of the Board of Director and others associated with the organization shall voluntarily disclose any implied or direct conflict of interest prior to engaging in any activity that results in personal benefit or gain to self or any member of one's family.
- 10.2 The Board of Directors shall take expeditious action at its regular and special meetings by voting against identified and declared conflict of interest.
- 10.3 Any changes to the above "Conflict of Interest" policies will require two-thirds vote of the Board of Directors at a regular or specially called meeting. The action of the Board shall be documented in its minutes of the meeting.

#### **ARTICLE XI: NON-DISCRIMINATION POLICY**

- 11.0 The Corporation shall not discriminate against any individual, citizen and noncitizen, parent, group, entity, or organization based on language, race, religion, ethnicity, socio-economic status, exceptionally, or any other distinguishing characteristics for admission as a member and for the receipt of the services provided by The SPRING HILL GARDENERS ASSOCIATION.
- 11.1 The Corporation shall comply with any and all State and Federal law with respect to non-discrimination in the operation of the Corporation. These laws will include but be limited to Florida Statutes, Federal Law Title VII, Title IX, PL 91-142, IDEA, Veterans Laws or other state or federal laws.
- 11.2 The Corporation will incorporate these and other non-discrimination laws in the policies and all of the operations of the Corporation with respect to admissions, administration, operation, sports, and other social and educational activities.

## **ARTICLE XII: ADMENDMENTS**

### **Amendment of Articles of Incorporation**

- 12.0 The power to alter, amend, or repeal the Articles of Incorporation and Bylaws of this Corporation is vested in the Officers/Board of Directors.

Such action must be taken pursuant to a resolution approved by two-thirds (66%) of the Officers and Directors.

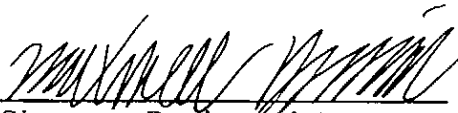
### **Modification of Articles of Incorporation**

- 12.1 The power to alter, amend, or repeal these Articles of Incorporation, or to adopt new Bylaws, insofar as is allowed by law, is vested in the Officers and Board of Directors, the adoption of which amendment to these Articles of Incorporation and Bylaws calls for a vote of two-thirds (66%) of the Officers and Directors.

## **ARTICLE XIII: INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida Street address of the initial registered agent is:

Maxwell Droznin  
14 Spanish Pine Way  
Ormond Beach, FL 32174

  
\_\_\_\_\_  
Signature Registered Agent

4/10/18  
\_\_\_\_\_  
Date

## ARTICLE XIV: INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

Maxwell Droznin  
14 Spanish Pine Way  
Ormond Beach, FL 32174

  
Signature/Incorporator

4/10/18  
Date

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Signature/Registered Agent

4/10/18  
Date