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**ARTICLES OF INCORPORATION  
OF  
4ROOTS FOUNDATION, INC.  
A FLORIDA NONPROFIT CORPORATION**

The undersigned, acting as the incorporator of 4ROOTS FOUNDATION, INC. (the "Corporation"), does hereby adopt the following Articles of Incorporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes:

**ARTICLE I  
NAME OF CORPORATION, MAILING ADDRESS  
AND ADDRESS OF PRINCIPAL OFFICE**

The name of the Corporation shall be 4ROOTS FOUNDATION, INC. The mailing address of the Corporation is 210 N. Park Avenue, Winter Park, Florida 32789, and its principal office shall be located at 210 N. Park Avenue, Winter Park, Florida 32789.

**ARTICLE II  
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation shall be 210 N. Park Avenue, Winter Park, Florida 32789, and the name of the initial registered agent for the Corporation shall be Jo-Arun Perfidio.

**ARTICLE III  
PURPOSES**

Section 1. The specific and primary purpose for which the Corporation is formed is for the purpose of charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (the "Code"), with a focus on building and operating a farm, agriculture center and processing center to: (i) create a community based food system with access to sustainable, healthy, farm-fresh food, grown locally and responsibly, including all facets of production, processing, procurement and distribution; (ii) provide fresh produce to stimulate the health and economy of the local community; (iii) educate children, farmers and the community through agricultural training, innovation, mentorship and inspiration; (iv) provide opportunities for existing and future farmers through a farmer incubation program, farmer networks, internships and fellowships; (v) impact the community through investment, development of new markets and scalable models for future agricultural growth; and (vi) assisting other local charitable organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws.

Such support may be provided by soliciting, receiving and administering gifts and bequests of funds and property, both restricted and unrestricted, for charitable purposes, all for the benefit of other charitable organizations, and to take and hold, absolutely or in trust, for any of such purposes funds and property of every kind, real, personal, tangible and intangible, subject only to any limitations and conditions imposed by law or by the instrument under which received; to sell, lease, convey or otherwise dispose of any such property and to invest and

reinvest the proceeds of and earnings from such property in accordance with investment policies established from time to time by the Corporation's Board of Directors; and to exercise any, all and every power, including trust powers, which a corporation not for profit created under the laws of the State of Florida can be authorized to exercise.

Section 2. The general purposes for which the Corporation is organized are exclusively for charitable, educational and scientific purposes under Section 501(c)(3) of the Code or the corresponding section of any future federal tax laws.

Section 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 the Code, or the corresponding provisions of any future federal tax laws.

Section 4. In the event the Corporation is in any year determined to be a "private foundation" as defined in Section 509(a) of the Code it shall:

- (a) Distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provisions of any future federal tax laws.
- (b) Not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provisions of any future federal tax laws.
- (c) Not retain any excess business holdings as defined in Section 4943(e) of the Code, or the corresponding provisions of any future federal tax laws.
- (d) Not make any taxable investments as defined in Section 4944 of the Code, or the corresponding provisions of any future federal tax laws.
- (e) Not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provisions of any future federal tax laws.

#### ARTICLE IV POWERS

The Corporation shall be authorized to exercise the powers permitted corporations not for profit under Chapter 617, Florida Statutes; provided, however, that the Corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized within the meaning of Section 501(c)(3) of the Code.

#### ARTICLE V NO MEMBERSHIP

The corporation shall not have any members.

ARTICLE VI  
TERM

The Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VII  
NAME AND ADDRESS OF INCORPORATOR

The name and address of the initial incorporator of the Corporation is as follows:

Jo-Ann Perfido	210 N. Park Avenue
	Winter Park, Florida 32789

ARTICLE VIII  
BOARD OF DIRECTORS

Section 1. Except for the initial Board of Directors of the Corporation, whose names are set forth in Section 2, below, the Board of Directors shall be as determined and fixed by the bylaws of the Corporation; provided, however, that there shall never be less than three (3) directors.

Section 2. The names and addresses of the initial Board of Directors of the Corporation are as follows:

Chuck Allison	17255 SE Highway 452 Umatilla, Florida 32784
Robert Gordon	711 N. Orlando Avenue, Suite 201 Maitland, Florida 32751
Sandy Hostetter	2325 Chantilly Avenue Winter Park, Florida 32789
Barbara Jenkins	445 West Amelia Street Orlando, Florida 32804
Dave Krepcho	411 Mercy Drive Orlando, Florida 32805
Douglas McMahon	9350 Conroy Windermere Road Windermere, Florida 32786
H. Gregory McNeill	215 North Eola Drive Orlando, Florida 32801

Kay Rawlins	655 West Church Street Orlando, Florida 32805
John Rivers	210 N. Park Avenue Winter Park, Florida 32789
Ken Robinson	7400 Dr. Phillips Boulevard Orlando, Florida 32819
Tom Sitterna	150 W. Fawcett Road Winter Park, Florida 32789
David Swanson	106 East Church Street Orlando, Florida 32801
Daryl Tol	550 E. Rollins Street Orlando, Florida 32803

ARTICLE IX  
DEDICATION OF ASSETS AND DISSOLUTION

Section 1. The property of the Corporation is irrevocably dedicated to the purposes set forth herein and no part of the net earnings or assets of the Corporation shall inure to the benefit, or be distributable to its officer or director or to the benefit of any private individual, except that the Corporation shall be authorized and empowered, as determined by its Board of Directors, to reasonably compensate any officer or director of the Corporation in accordance with and commensurate with the services performed by such person and make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing of statements), any political campaign on behalf of any candidate for public office.

Section 2. Upon the dissolution and winding up of the Corporation, its assets remaining after payment or provision for payment of its debts and liabilities shall be distributed to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws, or to or among, the federal government, the State of Florida or any local government, for a public purpose.

ARTICLE X  
BYLAWS

Subject to any limitations at any time contained in the Bylaws of the Corporation and in Chapter 617, Florida Statutes, Bylaws of the Corporation may be adopted, altered, amended or rescinded, and new Bylaws adopted, either by resolution of the Board of Directors or in the manner at any time provided in the Bylaws.

ARTICLE XI  
AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended or amended and restated pursuant to a resolution adopted by the Board of Directors.

ARTICLE XII  
INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Corporation; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Corporation, unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper.

[SIGNATURES ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, the undersigned incorporator has hereto set her hand and seal on this the 10th day of October, 2018, for the purpose of forming this not for profit corporation under the laws of the State of Florida.

  
\_\_\_\_\_  
Jo-Ann Ferido, Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of 4ROOTS FOUNDATION, INC. and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of such duties, and is familiar with and accepts the obligations of the position as registered agent.

  
\_\_\_\_\_  
Jo-Ann Ferido