



## COVER LETTER

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

**SUBJECT:** CITRUS RESEARCH AND FIELD TRIAL FOUNDATION, 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:** Joey Hicks  
\_\_\_\_\_  
Name (Printed or typed)

407 South Calhoun Street  
\_\_\_\_\_  
Address

Tallahassee, FL 32399  
\_\_\_\_\_  
City, State & Zip

850-617-7000  
\_\_\_\_\_  
Daytime Telephone number

Joey.Hicks@freshfromflorida.com  
\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION  
OF  
CITRUS RESEARCH AND FIELD TRIAL FOUNDATION, INC.**

**A Florida Not-for-Profit Corporation**

**Article I**

The name of the not-for-profit corporation shall be CITRUS RESEARCH AND FIELD TRIAL FOUNDATION, INC., hereinafter called "Corporation."

**Article II**

The address of the principal office and the mailing address of the Corporation shall be:

CITRUS RESEARCH AND FIELD TRIAL FOUNDATION, INC.

c/o The Director

Division of Administration

407 South Calhoun

Tallahassee, Florida 32399-0800

CLERK OF STATE  
TALLAHASSEE, FLORIDA

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The Board of Directors may, from time to time, move the principal place of business to any location within the state.

**Article III**

The Corporation is a not-for-profit corporation organized for the following purposes:

- A: As a direct support organization to provide assistance to the Division of Plant Industry of State of Florida Department of Agriculture and Consumer Services.
- B: Engage in any lawful activity to conduct, assist, or cooperate with others on research projects related to citrus disease.

- C: Engage in any lawful activity to identify and pursue methods to provide resources and materials for these programs.
- D: Establish a statewide method to integrate these resources and materials into the Division of Plant Industry.
- E: Provide public recognition to public-spirited citizens and businesses who contribute to the above programs and help the Division of Plant Industry further its mission,
- F: More particularly, to conduct program and activities, sponsor research, sponsor promotions, raise funds, request and receive grants, gifts, contributions, dues and bequest of money, real and personal property, or acquire, receive, hold, invest and administer, in its own name, securities, funds, objects of value or other property, real or personal; and make expenditures and distributions to or for the benefit of the Division of Plant Industry, and for the purpose of engaging in any lawful act or activity not for pecuniary profit for which not-for corporation may be organized, so far as is or may be permitted by the laws of the State of Florida and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

#### **Article IV**

The initial Directors of the Citrus Research and Field Trial Foundation, Inc. shall consist of six voting members to be appointed by the Florida Commissioner of Agriculture. Each member of the board of directors shall serve for a term of four years, except that initially, the Commissioner shall appoint two members to a four year term, two members to a three year term, and two members to a two year term. A vacancy that occurs before the expiration of the term of the member shall be filled in the same manner as the original appointment for the remainder of the unexpired term.

## **Article V**

The Citrus Research and Field Trial Foundation, Inc., after the initial Board of Directors have fulfilled their terms, will be managed by a Board of Directors that shall not exceed fifteen (15) directors. The Directors shall be appointed by the Florida Commissioner of Agriculture for staggered terms not exceeding four years. Each year the board shall elect from its members a Chair, a Vice-Chair and a Secretary/Treasurer, except the first year officers shall be appointed by the Commissioner of Agriculture. A vacancy that occurs before the expiration of the term of the member shall be filled in the same manner as the original appointment for the remainder of the unexpired term. All other matters relating to directors shall be contained within the Bylaws. The Board of Directors shall be governed by these Articles and the Bylaws. The Board shall adopt and revise as necessary the Bylaws.

## **Article VI**

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 service rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three herein. 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 the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **Article VII**

Any other matter not addressed within the Articles of Incorporation relating to the Citrus Research and Field Trial Foundation, Inc. will be governed by the Bylaws.

#### **Article VIII**

The street address of the initial registered office of the Corporation is, "CITRUS RESEARCH AND FIELD TRIAL FOUNDATION, INC., c/o The Director, Division of Administration, 407 South Calhoun Street, Tallahassee, Florida 32399-0800; and the name of the Corporation's initial registered agent at this address is Steven L. Hall.

#### **Article IX**

The Incorporator for purposes of incorporation shall be: Joey Hicks, 407 South Calhoun Street, Tallahassee, FL 32399-0800.


#### **Article X**

Upon dissolution of the corporation, assets shall be distributed to the Florida Department of Agriculture and Consumer Services for a public purpose, or for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Any such assets not so disposed shall be disposed as determined by a court of competent jurisdiction in the county where the principle office of this corporation resides at the time of dissolution, exclusively for such purposes or to such organization or organizations as the court shall determine are organized and operated exclusively for such purposes.

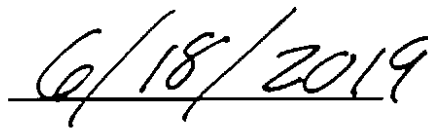
#### **Article XI**

The corporation shall indemnify any officer, Board member, or employee of the Corporation, or any former officer, board member or employee of the Corporation, to the fullest extent permitted by the Florida General Corporation Act.

I, Steven L. Hall, having been named as registered agent to accept service of process for Citrus Research and Field Trial Foundation, Inc. at 407 South Calhoun Street, Tallahassee, FL 32399-0800, being familiar with and accept the appointment as registered agent and agree to act in this capacity.

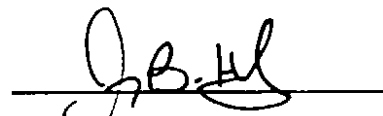


Steven L. Hall/Registered Agent



Date

I submit this document and affirm that the facts stated 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.



Joey Hicks/Incorporator



Date