

N19 0000008676

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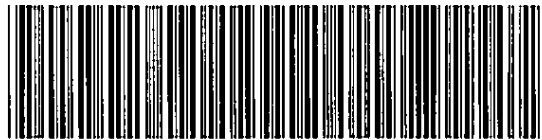
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Restated Art

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ERIC S. HAUG
LAW & CONSULTING, P.A.

eric@erichaug.com
POST OFFICE BOX 12031
TALLAHASSEE, FLORIDA 32317

P: 850.583.1480
C: 850.251.2463
F: 855.825.4449

May 12, 2020

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314-6327

RE: American Grown, Inc.; N19000008676

Enclosed please find Restated Articles of Incorporation for filing and check number 2555 in the amount of \$35.00 in payment of filing fees. Please use the above contact information for all correspondence and if further information is needed for this matter.

Please do not hesitate to call if you have any questions and thank you in advance for your attention to this matter.

Sincerely,

Eric S. Haug

Enclosures

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**RESTATED ARTICLES OF INCORPORATION
OF
AMERICAN GROWN, INC.**

American Grown, Inc., was originally incorporated on April 14, 2019, pursuant to the Florida Not For Profit Corporation Act, with the name Reject Imported Fruit, Inc. In accordance with Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act and pursuant to a resolution duly adopted by its Board of Directors on April 12, 2020, American Grown, Inc., hereby adopts these restated articles of incorporation. The corporation's Board of Directors by an affirmative vote of the majority of the members thereof approved this restatement in the manner set forth in the articles of incorporation and Florida law. These restated articles of incorporation supersede the original articles of incorporation and all amendments to them. There are no members entitled to vote on the adoption of these restated articles of incorporation.

ARTICLE I - Name

The name of this corporation is: American Grown, Inc.

ARTICLE II - Initial Principal Office

The street and mailing address of the initial principal office of the corporation is:

12008 Miccosukee Road, Tallahassee, Florida 32309

ARTICLE III - Purpose

This Corporation is organized as a corporation not for profit under Chapter 617, Florida Statutes, and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law), specially including the following:

1. Provide educational classes, conferences, workshops, and seminars;
2. To invest in, receive, hold, use and dispose of all property, real or personal, that may be necessary or desirable to carry into effect the aforementioned purposes; and
3. All other legal powers permitted a nonprofit corporation, as limited by Section 501(c)(3).

The Corporation shall transact any and all lawful business for which corporations may be incorporated under the Florida Not for Profit Corporation Act and distribute the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as

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exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

No part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Upon the dissolution of the Corporation, the assets of the Corporation shall be disposed exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or religious purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of

the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). Any such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where 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 IV - Manner of Election

The Directors shall be elected as provide for in the Bylaws.

ARTICLE V – Term of Existence

The effective date upon which the Corporation came into existence was August 14, 2019, and the effective date of these Articles of Amendment shall be the date of filing. hall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE VI - Powers

This Corporation shall have all powers conferred upon nonstock, not-for-profit Corporations organized under Chapter 617 of the Florida Statutes and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purposes.

ARTICLE VII - Bylaws

The Bylaws of the corporation may be adopted by the Incorporator and altered, amended or repealed, and new and other Bylaws may be made and adopted, in accordance with such Bylaws.

ARTICLE VIII - Amendments

Amendments to these Articles of Incorporation may be made and adopted in accordance with the Bylaws.

ARTICLE IX - Registered Agent and Registered Office

The name and street address of the initial registered office of the corporation is: Daniel W. Hartman, 2865 Remington Green Circle, Tallahassee, Florida 32308.

ARTICLE X – Adoption

These Restated Articles of Incorporation were adopted on April 12, 2020 by the Board of Directors of the Corporation.

ARTICLE XI - No Members

There are no members or members entitled to vote on the amendments. This Amendment and Restated Articles of Incorporation was adopted by the Board of Directors.

ARTICLE XII - DISSOLUTION

Upon the dissolution of this organization, assets shall be distributed 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, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

THE UNDERSIGNED incorporator has executed these Articles of Incorporation this 12 day of April, 2020.



Lawton Chiles III, President

ACCEPTANCE OF REGISTERED AGENT

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.



Daniel W. Hartman