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SECRETARY OF STATE
TALLAHASSEE, FL

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NOV ' 5 2019

COVER LETTER

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

SUBJECT: Florida Ag 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: Steven Southwell

Name (Printed or typed)

502 W. Main Street

Address

Wauchula, Florida 33873

City, State & Zip

(863) 773-4449

Daytime Telephone number

meastman@atplogistics.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

Florida Ag Association, Inc.

(a corporation not for profit)

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SECRETARY OF STATE
TALLAHASSEE, FL

I, the undersigned with other person being desirous of forming a corporation not for profit, do agree to the following:

ARTICLE I – NAME

The name of this corporation shall be FLORIDA AG ASSOCIATION, INC. The principal office address shall initially be 1906 Mel Bryan Road, Zolfo Springs, FL 33890 with mailing address of P.O. Box 1416, Wauchula, FL 33873.

ARTICLE II – PURPOSES

The corporation is organized to provide logistics and support of agricultural growers in Florida.

ARTICLE III – POWERS

The corporation shall have all powers provided for Corporations Not For Profit by Chapter 617.0302 of Florida Statutes and including but not limited to the powers:

To receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitation hereinafter set forth, to use and apply the whole or any part of the income there from and the principal thereof exclusively for the purposes described herein.

Nothing contained in the foregoing statement of purposes or in these powers shall be construed to authorize this corporation to carry on any activity for the profit of its members, or to distribute any gains, profits or dividends to its members.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered by any individual) and no individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

The corporation shall not engage in any act of self-dealing as defined on Section 4941(d) of the Internal Revenue Code of 1954, 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 1954, 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 1954, or corresponding provisions of any subsequent federal tax laws.

The corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

Notwithstanding any other provisions 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) (5) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

ARTICLE IV – OFFICERS

The officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer. Such officers will be elected annually as provided for in the by-laws. An individual may hold more than one office.

ARTICLE V – DIRECTORS

The operation of this corporation shall be under the control of a Board of Directors who shall be not less than three (3) nor more than thirteen (13) in number. Directors shall be elected as provided in the By-Laws.

The names and addresses of the persons who shall comprise the initial Board of Directors are:

Andrew T. Pace	1906 Mel Bryan Road, Zolfo Springs, FL 33890
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Michael Eastman	1906 Mel Bryan Road, Zolfo Springs, FL 33890
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Steven Southwell	502 W. Main Street, Wauchula, FL 33873
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ARTICLE VI – INCORPORATORS

The name and address of the incorporator hereof is as follows:

Andrew T. Pace	1906 Mel Bryan Road Zolfo Springs, FL 33890
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ARTICLE VII – REGISTERED AGENT

The registered agent of the corporation shall be J. Steven Southwell. The street address of the registered agent is 502 W Main Street, Wauchula, FL 33873.

ARTICLE VIII – BY-LAWS

The by-laws of the corporation are to be made, altered or rescinded by a majority vote of members of the corporation present and voting at any regular or special meeting provided the proposal is submitted to all members one week in advance of the meeting by U.S. mail or other methods provided in the by-laws.

ARTICLE IX – AMENDMENTS

These Articles of Incorporation may be amended by a majority vote of the members present and voting at any regular or special meeting provided the proposed amendment and notice of meeting announced one week in advance and a copy of the proposed amendment is posted by U.S. mail or as otherwise provided in the by-laws, to each member, in advance of the meeting.

ARTICLE X – DISSOLUTION

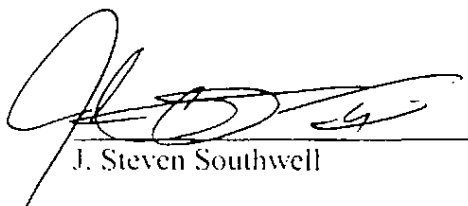
This corporation is one which does not contemplate pecuniary gain or profit to the members thereof and it is organized solely for nonprofit purposes. On the winding up and dissolution of this corporation, after payment of or adequate provision for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for those purposes permitted under Section 501 Subsection (c) (5) of the Internal Revenue Code.

IN WITNESS WHEREOF, I have subscribed my name this 15th day of October, 2019.



Andrew T. Pace

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


J. Steven Southwell

STATE OF FLORIDA

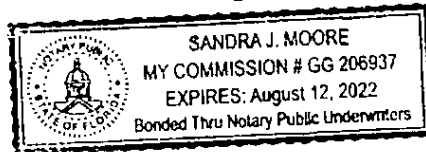
COUNTY OF HARDEE

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared ANDREW T. PACE and J. STEVEN SOUTHWELL, who are known to me to be the persons who made and subscribed to the foregoing Articles of Incorporation, and they certified and acknowledged that they made and executed said certificate for the use and purposes herein expressed.

WITNESS my hand and official seal this 15th day of October, 2019.

Sandra J. Moore
NOTARY PUBLIC SIGNATURE

Type of Identification
OR
Personally Known ☒



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SECRETARY OF STATE
TALLAHASSEE, FL