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TALLAHASSEE FL

COVER LETTER

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL 32314

SUBJECT: SOL CITY FARM COOPERATIVE  
Register Agricultural Cooperative Marketing Association

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF INCORPORATION AND A CHECK FOR \$52.50, and a check for \$3.75 for certificate of status.  
As per FL statute 618.04(8)(b).

FROM: MATHEUS SANTOS  
5660 NW 115TH CT UNIT 104  
DORAL, FL 33178  
786-369-9286  
SOLCITYFARM@GMAIL.COM

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original

## ARTICLES OF INCORPORATION

We, the undersigned, all of whom are engaged in the production of agricultural products, do hereby voluntarily associate ourselves together for the purpose of forming a non-profit cooperative association, without capital stock, under the provisions of the Act of the State of Florida, Fla. Stat. Ann. § 618.02.

### ARTICLE I. NAME

The name of the association shall be **SOL CITY FARM COOPERATIVE**

### ARTICLE II. PRINCIPAL PLACE OF BUSINESS

The association shall have its principal place of business in unincorporated Miami-Dade, Florida, at **11800 NW 58 Street Miami, FL 33178**. The mailing address shall be **5660 NW 115th Ct Unit 104 Doral, Florida 33178**

### ARTICLE III. PURPOSES

The association is formed for the following purposes: To cooperate in marketing, obtaining land access, sharing overhead costs, and sharing risk/liability for its members in the production of agricultural products.

### ARTICLE IV. ELECTION OF DIRECTORS

#### Section 1. Number and Qualification of Directors.

The association shall have a board of directors of 3 members. Each director elected shall be a member of this association in good standing. No person shall be eligible to be a director if that person is in competition with, or is affiliated with any enterprise that is in competition with, the association. If a majority of the board of directors of the association finds at any time following a hearing that any director is so engaged or affiliated that person shall thereupon cease to be a director.

#### Section 2. Election of Directors.

At the first annual meeting of the members of this association, directors shall be elected to succeed the incorporating directors. 3 director(s) shall be elected for one (1) year. All directors shall be elected in person by casting a vote, and the nominee(s) receiving the greatest number of votes shall be elected.

#### Section 3. Election of Officers.

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The board of directors shall meet within seven (7) days after the first election and within seven (7) days after each annual election and shall elect by ballot a president, vice president, secretary/treasurer, each of whom shall hold office until the election and qualification of a successor, unless earlier removed, by death, resignation, or for cause. The president, vice president, and secretary/treasurer shall be members of the board of directors.

#### ARTICLE V. INCORPORATING DIRECTORS

This association shall have at least 3 directors. The names and addresses of those who are to serve as the initial directors are:

NAME: Matheus Santos

ADDRESS: 5660 NW 115h Ct Unit 104 Doral, FL 33178

NAME: Gustavo Sanchez

ADDRESS: 11028 NW 43<sup>d</sup> Terrace Doral, FL 33178

NAME: William Guerra

ADDRESS: 1026 NW 87<sup>th</sup> Avenue Miami, FL 33172

#### ARTICLE VI. REGISTERED AGENT

The initial registered agent shall be **Matheus Santos** located at **5660 NW 115th Ct Unit 104 Doral, FL 33178**

I hereby accept designation as Registered Agent. Matheus Santos

Matheus Santos

#### ARTICLE VII. INCORPORATORS

The name and address of the incorporators are:

Name: Matheus Santos

Address: 5660 NW 115th Ct Unit 104 Doral, FL 33178

Name: Gustavo Sanchez

Address: 11028 NW 43 Terrace Doral, FL 33178

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Name: William Guerra

Address: 1026 NW 87<sup>th</sup> Avenue Miami, FL 33172

#### ARTICLE VIII. PERIOD OF DURATION

This association shall have perpetual existence beginning on the file date or receipt date and until retired by majority vote of the board of directors.

#### ARTICLE IX. MEMBERSHIP

The association shall not have capital stock but shall admit applicants to membership in the association upon such uniform conditions as may be prescribed in its bylaws. This association shall be operated on a cooperative basis for the mutual benefit of its members as producers. Membership in the association shall be restricted to producers who shall patronize the association through yearly membership fees and through special assessments.

The voting rights of the members of the association shall be equal, and no member shall have more than one vote upon each matter submitted to a vote at a meeting of the members.

The individual business rights and interests of each member in the association shall be separate from the association and the proceeds from the individual businesses of the association shall be remain the member's.

#### ARTICLE X. AMENDMENTS

These articles may be amended upon the affirmative vote of a majority members actually voting on the proposed amendment.

#### ARTICLE XI. POWERS OF COOPERATIVE

This association shall have the following powers:

- (a) To collect membership fees and to spend money in overhead costs.
- (b) To act as the agent or representative of any member or members in any of the activities mentioned in Article III hereof.

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(c) To buy, lease, hold, and exercise all privileges of ownership over such real or personal property as may be necessary or convenient for the conduct and operation of the business of the association, or incidental thereto.

(d) To have and exercise, in addition to the foregoing, all powers, privileges, and rights conferred on ordinary cooperatives.

#### ARTICLE XII. SIGNATURES OF INCORPORATORS

Signed on February 6, 2020 by the undersigned incorporators, all of whom are engaged in agriculture as bona fide producers of agricultural products.

NAME & SIGNATURE

Mathews Santos, ~~Matthew Santos~~

NAME & SIGNATURE

Gustavo Sanchez

NAME & SIGNATURE

William Owens

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