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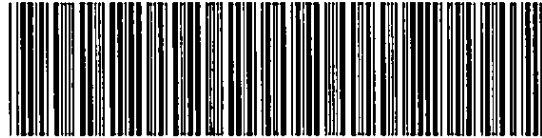
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10-12

EIN: 82-2090664

ARTICLES OF INCORPORATION  
FOR

**STARK FARMS FOUNDATION, INCORPORATED**

**OCTOBER 1, 2020**

We, the incorporators, being natural persons all being of the age of twenty-one years or more and citizens of the United States, for the purpose of forming a Nonprofit Corporation for charitable and philanthropic purposes under Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation:

**Article I: NAME**

The name of the corporation shall be:

**STARK FARMS FOUNDATION, INCORPORATED**

**Article II: TERM OF EXISTENCE**

The period of duration of this corporation is perpetual.

**Article III: ADDRESS**

The principal place of business/mailing address is:

1282 Whimbrel Road, Wellington, FL 33414 &

401 South County Road, #2464, Palm Beach, FL 33480

Palm Beach County

FILED  
2020 OCT -9 PM 2:19  
CLERK OF DISTRICT COURT  
JULIA A. BROWN, CLERK

10/12/20 DEPOSITS/PAYMENTS DETAIL SCREEN 10:18 AM  
DEPOSIT NUMBER : 05/14/20 01008 027 DEPOSIT TYPE : COR  
ACCOUNT NUMBER : DEPOSIT AMOUNT : 150.00  
USER ID : TSJOHNSON DEPOSIT BALANCE: 0.00  
DEBIT MEMO DATE: VOID DATE :  
TRACKING NUMBER: 200344577942 DOCUMENT NUMBER: W20000050236  
REQUESTOR : CORAREJ LEDGER DATE : 05/14/20  
SUB ACCT NUMBER:

CATEGORY	DESCRIPTION	AMOUNT
CF	ALL CORP FILING FEES	150.00

+ NEXT, - PREV, 1. MENU, 2. FILING

ENTER SELECTION AND CR:

10/12/20 CORPORATE DETAIL RECORD SCREEN 8:23 AM  
NUMBER: W20000050236 REJECTED FILING REJ: 05/14/2020  
NAME : EMERALD CONSULTING, LLC  
SUBMIT BY: RUTH MARY WEAVER  
ADDRESS : 4075 KINGSLEY ST  
CLERMONT, FL 34711  
USER ID : KEPAGE

1. MENU

ENTER SELECTION AND CR:

EIN: 82-2090664

**ARTICLE IV: NON-REGISTERED AGENT: AKA INCORPORATOR**

The name and address of the initial non-registered agent of this corporation is:

**Pamela Stark Thomas**  
401 South County Road, # 2464  
Palm Beach, FL 33480

Secondary Address: 1282 Whimbrel Road, Wellington, FL 33414

**Article V: PURPOSE**

The purposes for which this corporation is formed are exclusively to receive and administer funds for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, and as that section may from time to time be amended, and, to that end, to do the following:

- (a) To accept, hold, invest, reinvest and administer gifts, bequests, devises, benefits of trusts, (but not to act as trustee of any trust), and property of any sort, without limitation as to amount or value, and to use, disburse, or donate the income or principal thereof exclusively for charitable purposes.
- (b) The **STARK FARMS FOUNDATION, INCORPORATED** is a charitable organization formed for charitable purposes. Purposes include to maximally enhance the natural environmental eco-systems for peak growth and sustainability.
- (c) To the extent permitted by law, to exercise its rights, powers and privileges, to hold meetings of its board of trustees, to have one or more offices and to keep the books of the corporation, in any part of the world.
- (d) Any and all other lawful acts and things, alone or in cooperation with other persons or organizations, which may be necessary, useful, suitable or proper for the furtherance, accomplishment, or attainment of any or all of the purposes or powers of the corporation.

**Article VI: MEMBERSHIP**

Directors are elected according to the method stated in Article III of the Bylaws. The members of this corporation shall be the persons signing these Articles of Incorporation, the initial trustees named in Article VII, and such persons as, from time to time hereafter, may become members, upon the qualifications and in the manner as provided in the corporation's by-laws.

**Article VII: BOARD OF TRUSTEES**

Section 1: The business affairs of this corporation shall be managed by the Board of Trustees. This corporation shall have three (3) Trustees initially, who shall serve until the first annual meeting of the members.

EIN: 82-2090664

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- (b) The STARK FARMS FOUNDATION, INCORPORATED is a charitable organization formed for charitable purposes. Purposes include to maximally enhance the natural environmental eco-systems for peak growth and sustainability.
- (c) To the extent permitted by law, to exercise its rights, powers and privileges, to hold meetings of its board of trustees, to have one or more offices and to keep the books of the corporation, in any part of the world.
- (d) Any and all other lawful acts and things, alone or in cooperation with other persons or organizations, which may be necessary, useful, suitable or proper for the furtherance, accomplishment, or attainment of any or all of the purposes or powers of the corporation.

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**Article VII: BOARD OF TRUSTEES**

Section 1: The business affairs of this corporation shall be managed by the Board of Trustees. This corporation shall have three (3) Trustees initially, who shall serve until the first annual meeting of the members.

EIN: 82-2090664

Section 2: The names and addresses of the persons who shall serve as originating/initial Trustees are as follows:

**NAME/ADDRESS**

Pamela Stark Thomas  
401 South County Road, #2464, Palm Beach, FL 33480  
AND Secondary: 702 South Palm Way, Lake Worth, FL 33460

Kimberly Stark-Webber  
13412 Chelmsford  
Wellington, Florida 33414

Debbie Buzza  
1282 Whimbrel Road, Wellington, FL 33414

Section 3: At the first annual meeting of the members, the initial trustees named in these Articles of Incorporation shall be replaced as provided herein. The corporation shall have 5 voting trustees. The trustees shall be elected by the members of this Corporation for one year terms.

Section 4: The number of voting trustees may be changed from time to time, by amendments to the by-laws, but shall never be fewer than five.

**Article VIII: INCORPORATORS**

The name and address of the incorporator is:  
Pamela Stark Thomas, Founder, President  
401 South County Road, #2464, Palm Beach, FL 33480

**Article IX: USE OF INCOME**

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 services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in Article V hereof.

**Article X: PROHIBITED TRANSACTIONS**

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 any candidate for public office except as authorized under the Internal Revenue Code of 1954, as amended. Notwithstanding any other provision of

EIN: 82-2090664

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**NAME/ADDRESS**

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401 South County Road, #2464, Palm Beach, FL 33480  
AND Secondary: 702 South Palm Way, Lako Worth, FL 33460

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Wellington, Florida 33414

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Pamela Stark Thomas, Founder, President  
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EIN: 82-2090664

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 501(c)(3) of the Internal Revenue Code of 1954, as amended or the corresponding section of any future United States 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 XI: DISSOLUTION**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended or supplemented, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which 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 XII: NON-STOCK BASIS**

This corporation is organized upon a non-stock basis.

In Witness Whereof, I, Pamela Stark Thomas, have executed these Articles of Incorporation for the purpose of forming this non-profit corporation under the laws of the State of Florida in triplicate this 1<sup>st</sup> day of October, 2020, and say:

That they are all incorporators herein; that they have read the above and foregoing Articles of Incorporation; know the contents thereof and that the same is true to the best of their knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters they believe to be true.

Pamela Stark Thomas  
Pamela Stark Thomas, Founder, President

OCTOBER 1, 2020  
DATE

**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the state of Florida, submits in the state of Florida.

1. The name of the Corporation is:

**STARK FARMS FOUNDATION, INCORPORATED**

EIN: 82-2090664

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 501(c)(3) of the Internal Revenue Code of 1954, as amended or the corresponding section of any future United States 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.

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That they are all incorporators herein; that they have read the above and foregoing Articles of Incorporation; know the contents thereof and that the same is true to the best of their knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters they believe to be true.

Pamela Stark Thomas

Pamela Stark Thomas, Founder, President

OCTOBER 1, 2020

DATE

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#### REGISTERED AGENT/REGISTERED OFFICE

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1. The name of the Corporation is:

STARK FARMS FOUNDATION, INCORPORATED

EIN: 82-2090664

The name and address of the non-registered incorporating agent is:

**Pamela Stark Thomas**  
**401 South County Road, #2464, Palm Beach, FL 33480**

Having been named as incorporator and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as incorporator 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 incorporator.

OCTOBER 1, 2020

INCORPORATOR: PAMELA STARK THOMAS \_\_\_\_\_

SIGNED

DATE: OCTOBER 1, 2020

**BY-LAWS**  
**OF**  
**STARK FARMS FOUNDATION, INCORPORATED**

The following By-Laws are adopted by the Officers entitled to vote for the government of  
**STARK FARMS FOUNDATION, INCORPORATED**

**ARTICLE I - OFFICES**

OFFICES of **STARK FARMS FOUNDATION, INCORPORATED** shall be at locations to be designated, which may include but not be limited to the principal office of the Corporation, at **401 South County Road, #2464, Palm Beach, FL 33480**. The Corporation may also have offices at such other places within or without this state as the Board may from time to time determine or the business of the Corporation may require.

**ARTICLE II - PURPOSES**

The purpose for which **STARK FARMS FOUNDATION, INCORPORATED** has been organized is as follows:

**STARK FARMS FOUNDATION, INCORPORATED**

A 501(c)(3) Not-for-Profit Corporation  
Founded OCTOBER 1, 2020 and IRS Confirmed

EIN: 82-2090664

The name and address of the non-registered incorporating agent is:

Pamela Stark Thomas  
401 South County Road, #2464, Palm Beach, FL 33480

Having been named as incorporator and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as incorporator 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 incorporator.

OCTOBER 1, 2020  
INCORPORATOR: PAMELA STARK THOMAS

*Pamela Stark Thomas*  
SIGNED

DATE: OCTOBER 1, 2020

BY-LAWS  
OF  
**STARK FARMS FOUNDATION, INCORPORATED**

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**STARK FARMS FOUNDATION, INCORPORATED**

A 501(c)(3) Not-for-Profit Corporation  
Founded OCTOBER 1, 2020 and IRS Confirmed

EIN: 82-2090664

**The STARK FARMS FOUNDATION, INCORPORATED**

is a charitable organization formed for charitable purposes. Purposes include to maximally enhance the natural environmental eco-systems for peak growth and sustainability.

**MISSION**

**The STARK FARMS FOUNDATION, INCORPORATED's MISSION is to maximally enhance the natural environmental eco-systems for peak growth and sustainability. This Foundation inspires to create model programs that become the prototype for tomorrow's successful eco-systems leading to a healthy earth that can support healthy people.**

**STARK FARMS FOUNDATION, INCORPORATED operates with respect to its MISSION and VISION. It will ideally partner with programs provided through local, state and national governments in addition to those in research and development. STARK FARMS FOUNDATION, INCORPORATED promotes an altruistic lifestyle for all people while opening doors to a multitude of new opportunities; encourages pride in self and one's workmanship and strives to provide a new and healthier form of sustainable living. STARK FARMS FOUNDATION, INCORPORATED. It's model is intended to remain appropriate for replication in other communities, [which is] a longer-term Foundation VISION.**

**SEAL:** There is no Seal of the Corporation at this time.

Should one be determined at a future point, the Seal shall remain in the custody of the Secretary. The Seal or a facsimile thereof shall be affixed to all certificates of stock. If deemed advisable and authorized by the Board of Directors, a duplicate seal may be kept and used by any other Officer of the Corporation or by the Transfer Agent or Registrar.

**ARTICLE III - MEMBERSHIP**

The number of Members of the Board of Directors shall be determined pursuant to law, and then only by a resolution of the Officers and/or Directors entitled to vote. The election of Directors shall be held at the Regular Annual Meeting or at a Special Meeting called for that purpose. Unless removed, as permitted by law or by these By-Laws, Officers and Directors shall hold office until the expiration of the term for which they were elected and shall continue in office until their respective successors shall have been duly elected and qualified.

**VACANCIES IN THE BOARD**

A resignation by an Officer or Director shall take effect upon its receipt by the Secretary unless some other time is specified therein. In case of any Vacancy in the Board of Officers/Directors through death, resignation, removal, disqualification or other cause deemed sufficient by the Board, the remaining Officers/Directors, though less than a majority of the Board, by affirmative vote of a majority of those present at any duly convened Meeting may, except as herein provided, elect a successor to hold office for the unexpired portion of the term of that Director, and until the election and qualification of a successor.

1. **QUALIFICATIONS:** Membership as Officers and/or Directors requires personal referral by one or more current Officers or Directors of the Board. Potential candidates

must be interested in helping individuals, people and/or community and therefore support the Mission, Values and Vision of **STARK FARMS FOUNDATION, INCORPORATED**. The intent of potential new Officers or Directors must remain positive as related to the overall good this Foundation supports.

**MEMBERSHIP DUES:** Officer and/or Board Membership with **STARK FARMS FOUNDATION, INCORPORATED**, does not require a Dues structure. However, it is desired and intended that all Members, Officers and Board Members determine their own level of financial support appropriate to this Charity's Mission. While some Members may consider personal financial transfers, including stock transfers, or other financial transactions, Members may also influence decision makers of other Foundations, Organizations and/or Corporations to provide financial and/or in-kind support.

2. **MEMBERSHIP MEETINGS:** The **ANNUAL Membership Meeting of STARK FARMS FOUNDATION, INCORPORATED shall be held in January annually** at a location to be determined and which is not necessarily the principal office of the Corporation. The **first annual meeting shall be held in January 2021**. The Secretary shall cause to be emailed and/or postal mailed to every Member in good standing at his/her address as it appears on the Membership roll book, a notice stating the time and place of the Annual Meeting. The Corporation may also meet at such other places within or without this state as the Board may from time to time determine or the business of the Corporation may require.
3. **REGULAR MEETINGS** of the Corporation shall be held **at minimum every 6 months** at such dates as the Board designates. The presence at any Membership Meeting of not less than 50% of the Corporation's Members shall constitute a quorum and shall be necessary to conduct the business of the Corporation; however, a lesser number may adjourn the meeting for a period of not more than twelve weeks from the date scheduled by the By-Laws and the Secretary shall cause a notice of the re-scheduled date of the Meeting to be sent to those Members who were not present at the Meeting originally called. A quorum as hereinbefore set forth shall be required at any adjourned meeting.

Membership roll showing the list of members as of the record date, certified by the Secretary of the Corporation, shall be produced at any Meeting of Members upon the request therefore of any Member who has given written notice to the Corporation that such request will be made at least ten days prior to such Meeting. All persons appearing on such Membership roll shall be entitled to vote at the Meeting.

4. **SPECIAL MEETINGS:** Special meetings of the corporation may be called pursuant to a resolution or request of the President and any two of the Board of Officers and/or Directors. Calls for Special Meetings shall specify the time, place and purpose thereof. No business other than that specified in the call shall be considered without the unanimous consent of all present at such a meeting. The Secretary shall cause a notice of such meeting to be mailed and possibly emailed to all Members at their addresses as they appear in the Membership roll book [or as appears on the records of the Corporation] at least seven days but not more than fifty days before the scheduled date of such Meeting. Such notice shall state the date, time, place and purpose of the Meeting and by whom called.
5. **ACTION BY MEMBERS WITHOUT A MEETING:** Whenever Members are required or permitted to take any action by vote, such action may be taken without a

meeting by written consent, setting forth the action so taken, signed by all the Members entitled to vote thereon.

6. **QUORUM:** A majority of the Officers and/or Directors in office at the time shall constitute a Quorum at any Meeting, but less than such number may adjourn the Meeting from time to time. At such adjourned Meeting, any business may be transacted which might have been transacted if the Meeting had been held as originally called. Notice of adjournment of a Meeting need not be given if the time and place to which it is adjourned are fixed and announced at such Meeting.
7. **PROXIES:** Any Officer or Director entitled to vote at a Meeting of Members or to express consent or dissent without a Meeting may duly authorize another person or persons to act for (i.e. represent) him/her and vote thereat by proxy in writing, subscribed by such Officer or Director and submitted to the Secretary at or before such Meeting. Every Proxy must be signed by the Member or his/her attorney-in-fact. No Proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the Proxy. Every Proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law.
8. **FIXING RECORD DATE:** For the purpose of determining the Members entitled to notice of or to vote at any Meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a Meeting, or for the purpose of determining the Members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, the Board shall fix, in advance, a date as the record date for any such determination of Members. Such date shall not be more than fifty, nor less than ten days before any such Meeting, nor more than fifty days prior to any other action.
9. **ORDER OF BUSINESS:** The order of business at Meetings shall be the order or sequence usual and generally prevalent for the orderly conduct of the business of such Meetings. In case of dispute or question as to procedure, the standard and recognized rules of parliamentary procedure shall govern unless otherwise specifically provided by law or in these By-Laws. All persons claiming to hold Proxies shall present them to the Secretary for verification before the opening of the Meeting.  
The usual and general order of business at all Meetings shall be as follows:
  - a) Roll Call
  - b) Reading of the Minutes of the Preceding Meeting
  - c) Reports of Committees
  - d) Reports of Officers
  - e) Old and Unfinished Business
  - f) New Business
  - g) Good and Welfare
  - h) Adjournment

**ARTICLE IV - DIRECTORS**

1. **MANAGEMENT OF THE CORPORATION:** The Corporation shall be managed by the Board of Directors which shall consist of **not less than two Directors**. Each Director shall be at least nineteen years of age.
2. **ELECTION AND TERM OF DIRECTORS:** At each Annual Meeting of Members (and/or at any special meeting provided in Article III), the Membership shall elect Directors to hold office until the next annual meeting. Each Director shall hold office until the expiration of the term for which s/he was elected and until his/her successor has been elected and shall have qualified, or until his prior resignation or removal.

The Board of Directors shall elect the Officers of the Corporation and designate such subordinate Officers and employees as it shall determine. It may also appoint an Executive Committee or Committees from their number and define their powers and duties.
3. **INCREASE OR DECREASE IN NUMBER OF DIRECTORS:** The number of Directors may be increased or decreased by vote of the Members or by a vote of a majority of all of the Directors. No decrease in number of Directors shall shorten the term of any incumbent Director.
4. **NEWLY CREATED DIRECTORSHIPS AND VACANCIES:** Newly created Directorships resulting from an increase in the number of Directors and Vacancies occurring in the Board for any reason except the removal of Directors without cause may be filled by a vote of a majority of the Directors then in Office, although less than a quorum exists, unless otherwise provided in the certificate of Incorporation. Vacancies occurring by reason of the removal of Directors without cause shall be filled by vote of the Members. A Director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his/her predecessor.
5. **REMOVAL OF DIRECTORS:** Any or all of the Directors may be removed for cause by vote of the Members or by action of the Board. Directors may be removed without cause only by vote of the Members.
6. **RESIGNATION:** A Director may resign at any time by giving written notice to the Board, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.
7. **QUORUM OF DIRECTORS:** Unless otherwise provided in the certificate of Incorporation, a majority of the entire Board shall constitute a Quorum for the transaction of business or of any specified item of business.



8. **ACTION OF THE BOARD:** Unless otherwise required by law, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each Director present shall have one vote.

## **ARTICLE V - OFFICERS**

**ELECTION OF OFFICERS:** The Officers of this Corporation shall be a President, Vice President, Secretary and Treasurer who may or may not be Directors. The Officers shall be elected by the Board of Directors and shall hold office for one year and until their successors are elected and qualified. Additional Vice Presidents may be elected as determined by the Directors who may also appoint one or more Assistant Secretaries, one or more Assistant Treasurers and such other Officers and Agents of the Corporation as they may deem appropriate.

Any Officer or employee elected or appointed by the Board of Directors, other than as Director, may be removed at any time upon vote of the majority of the Board of Directors.

Any two or more offices may be held by the same person except that no one person shall hold the offices of President and Secretary or Assistant Secretary.

The Board of Directors may, in case of the absence of any Officer for any other reason it may deem sufficient, delegate the powers or duties of such Officer to any other Officer or to any Director, provided a majority of the Board of Directors concurs.

**GENERAL DUTIES OF ALL OFFICERS:** All Officers shall perform generally all duties incident to their particular offices and also such other duties as may be assigned to them by the Board of Directors.

1. **PRESIDENT:** At all meetings of the Board the President, or in his/her absence, a Chairman chosen by the Board shall preside. The President shall exercise, subject to the control of the Board of Directors of the Corporation, a general supervision over the affairs of the Corporation.
2. **VICE PRESIDENT:** During the absence or disability of the President, the Vice-President, or if there are more than one, the Executive Vice-President, shall be vested with the authority of the President and shall have all the powers and functions of the President. Each Vice President shall perform such other duties as the Board shall prescribe.
3. **SECRETARY:** The Secretary shall record the minutes of all proceedings of the Board of Directors and shall maintain proper records thereof which shall be attested by him/her. The Secretary shall keep such books as may be required by the Board of Directors and shall take charge of the Seal of the Corporation and shall affix and attest the same to documents when duly authorized by the Board of Directors. S/he shall attend to the giving and serving of all notices of the Corporation and shall have charge of such books and papers as the Board of Directors may direct; s/he shall attend to such correspondence as may be assigned to him/her and perform all the duties incidental to his/her office. S/he shall keep a Membership roll containing the names, alphabetically arranged, of all persons who are Members of the Corporation, showing their places of residence and the time when they became Members.

**EIN: 82-2090664**

4. **ASSISTANT SECRETARY:** During the absence or disability of the Secretary, the Assistant Secretary, or the one so designated by the Board, shall have all the powers and functions of the Secretary.
5. **TREASURER:** The Treasurer shall have the custody of the funds and securities of the Corporation which may come into his/her hands and shall do with them as ordered by the Board of Directors. When necessary or proper the Treasurer may endorse for collection on behalf of the Corporation, checks, notes and other obligations. The Treasurer shall deposit the funds of the Corporation to its credit in such banks and depositories as the Board of Directors may from time to time designate. S/he shall submit to the annual meeting of Directors a statement of the financial condition of the Corporation. The Treasurer shall keep and maintain the Books of the Corporation, full and accurate accounts of all moneys received and disbursed for and on account of the Corporation, and shall, whenever required by the Board of Directors, make and render a statement of hi/her accounts and such other statements as may be required.

**EXECUTIVE AND OTHER COMMITTEES:** The Board, by resolution adopted by Majority of the Entire Board, may designate from among its Members an Executive Committee and other Committees, each consisting of three or more Directors. Each such Committee shall serve at the pleasure of the Board.

#### **ARTICLE VI - COMPENSATION**

1. **COMPENSATION:** Directors, as such, shall not receive any stated salary for their services [as Directors]. By resolution of the Board a fixed sum for expenses, if any, may be allowed for attendance at each Meeting, regular or special. Nothing herein contained shall preclude any Director from serving the Corporation in any other capacity and receiving compensation. Members of executive or special committees may be allowed such compensation for attending committee meetings as the Board of Directors may determine.
2. **FISCAL YEAR:** The Fiscal Year of the Corporation shall begin on the 1st day of January in each year.

#### **ARTICLE VII - CONSTRUCTION**

If there is any conflict between the provisions of the certificate of Incorporation and these By-Laws, the provisions of the certificate of Incorporation shall govern.

**AMENDMENTS:** The By-Laws may be adopted, amended or repealed by the Members of the time they are entitled to vote in the election of Directors. By-Laws may also be adopted, amended or repealed by the Board of Directors at a Meeting held for such purpose, but any By-Law adopted, amended or repealed by the Board may be amended by the Members entitled to vote thereon as hereinbefore provided. Notice of such Meeting shall be given pursuant to these By-Laws.

If any By-Law regulating an impending election of Directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next Meeting of Members for the election of Directors the By-Law so adopted, amended or repealed, together with a concise statement of the changes made.

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#### **ARTICLE VIII - BY-LAWS**

**FORCE AND EFFECT OF BY-LAWS:** These By-Laws are subject to the provisions of **STARK FARMS FOUNDATION, INCORPORATED** (statutes) of the State of Florida and the Corporation's Articles of Incorporation as they may be amended. If any provision in these By-Laws is inconsistent with any provision of the law or the Articles of Incorporation, the provision of the law or of the Articles of Incorporation shall govern.

#### **ARTICLE IX - ADAPTATION TO ONE PERSON CORPORATION**

Wherever in these By-Laws references are made to more than one Incorporator or Director, they shall, if this is a sole Incorporator, Director, or Corporation, be construed to mean the solitary person; and all provisions dealing with the quantum of majorities or quorums shall be deemed to mean the action by the one person constituting the Corporation.

**DISSOLUTION:** Upon the dissolution of this organization, remaining assets will be distributed exclusively for charitable purposes.

**CONFLICT OF INTEREST POLICY:** SEE APPENDIX A.

#### **STARK FARMS FOUNDATION, INCORPORATED**

#### **APPENDIX A: CONFLICT OF INTEREST POLICY**

##### **Article One**

##### **Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (the **STARK FARMS FOUNDATION, INCORPORATED**'s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

##### **Article Two**

##### **Definitions**

##### **1. Interested Person**

Any director, principal officer or member of a committee with governing board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

##### **2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a) An ownership or investment interest in any entity with which the Foundation has a transaction or arrangement.
- b) A compensation arrangement with the Foundation, or

c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Foundation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial.

A financial interest is not necessarily a conflict of interest. Under this Article Two, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **Article Three** **Procedures**

#### **1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board-delegated powers considering the proposed transaction or arrangement.

#### **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, s/he shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

#### **3. Procedures for Addressing the Conflict of Interest**

- a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, s/he shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the governing board or committee shall determine whether the Foundation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Foundation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### **4. Violations of the Conflicts of Interest Policy**

- a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

- b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### Article Four Records of Proceedings

The minutes of the governing board and all committees with board-delegated powers shall contain:

- a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b) The names of their persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### Article Five Compensation

- a) A voting member of the governing board who receives compensation, directly or indirectly, from the Foundation for services is precluded from voting on matters pertaining to that member's compensation.
- b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Foundation for services is precluded from voting on matters pertaining to that member's compensation.
- c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Foundation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### Article Six Annual Statements

Each director, principal officer and member of a committee with governing board-delegated powers shall annually sign a statement which affirms such person:

- a) Has received a copy of the conflicts of interest policy,
- b) Has read and understands the policy,
- c) Has agreed to comply with the policy, and
- d) Understands the Foundation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article Seven  
Periodic Reviews

To ensure the Foundation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at minimum, include the following subjects:

- a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b) Whether partnerships, joint ventures and arrangements with management organizations conform to the Foundation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article Eight  
Use of Outside Experts

When conducting the periodic reviews as provided for in Article Seven, the Foundation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**STARK FARMS FOUNDATION, INCORPORATED**

**Part II:**

1. ARTICLE OF INCORPORATION AND PROOF FROM STATE ATTACHED.
2. This is a beginning charitable Foundation originating with no funds at onset.
3. Articles/By-Laws attached. (SEE PART II: Number 5, Articles/By-Laws)

**Part III:**

1. The **STARK FARMS FOUNDATION, INCORPORATED** is a charitable organization formed for charitable purposes. Purposes include maximally enhancing and sustaining earth's eco-systems to improve the health of Earth and her people. (See Article II – PURPOSES, Paragraphs 1 and 2.)
  - a) Upon dissolution of the organization, remaining assets will be used exclusively for charitable purposes.
  - b) Dissolution Clause: See Article IX, Paragraph 2, entitled "DISSOLUTION."

**Part IV:**

**Narrative Description of Activities**

**PAST:** None. As this is a beginning Foundation organization, there are no past activities.

**CURRENT:** Filing for the necessary and appropriate certifications with the state of Florida and the U.S. federal government to establish the Home Headquarters Foundation Incorporated certification as a charitable organization with the appropriate and necessary approval to solicit for contributions.

**FUTURE:** Newsletters, brochures, mailings, personal solicitations, foundation grant solicitations, website donations and special events will be utilized to garner Foundation support. These will be created according to developed relationships with parties interested in the advancement of individual, family and community building and inspiring collective partnerships to invest in individuals, families and the community on a proactive support basis rather than a reactive basis (i.e. promote a positive environment and economy for individuals, families and the community rather than deal with bankruptcy, foreclosure, gangs and other negatives attracted to a tired and forsaken community.)

Each activity will be conducted specifically according to resources collected and volunteered and according to the area's ability to support. Activities will preferably, when possible, be housed where people gather to support individuals, family and/or community. Private home gatherings will be hosted by volunteer committee members. Funds will be allocated only according to standard accepted guidelines to ensure that the bulk of each dollar remains within the charitable mission of this Foundation. Press releases, public broadcasting opportunities and news bulletins will be utilized to heighten awareness. As the awareness of this Foundation's mission and goals increases, thus, an increase in donated funds is expected, which then will additionally be re-invested to further promote and support the Foundation goals.

**Part V:**

2. b) Pamela Stark Thomas is the Foundation originator. Her capacity as a former Foundation originator; successful grant writer; federal grant reader; officer/director /trustee of a number of successful foundations; and her specialty in charitable/ philanthropic activities, make her a perfect fit toward keeping this Foundation on tract according to all IRS rules and regulations for 501 (c) (3) exempt purposes.
3. a) Pamela Stark Thomas, Founder, President, CEO and Trustee of other non-profit organizations goal-oriented missions will work more than 10 hours weekly and brings many related affiliations and positive relationships within the fields of individual, people and community building to this Home Headquarters Foundation Incorporated. Ms. Stark Thomas will assume the responsibilities of President [as defined within the attached Articles of Incorporation]. See Article V, OFFICERS – GENERAL DUTIES.

**Part V:**

5. a), b), and c): **CONFLICT OF INTEREST POLICY** attached. See Articles Appendix A. This policy has been adopted by resolution of this Foundation's governing board.

1. a) Benefits to individuals: The **STARK FARMS FOUNDATION, INCORPORATED** will provide grant and program support opportunities toward improving our Earth's eco-systems and environment to return health to both the Earth and its inhabitants.
- b) Benefits to organizations: The **STARK FARMS FOUNDATION, INCORPORATED** will provide support opportunities within its capacity that serve to provide education, training, partnerships and collective benefits that heighten the quality and economic benefits to both the community and life itself on this Earth.

Part VIII:

4. a) Fundraising Programs: Efforts to raise funds through appeals for financial support will be conducted mainly by volunteer committees.
  - Mail solicitations program has not yet started, but will be planned for regular and/or season intervals.
  - Email solicitations program has not yet started, but will be incorporated into a website when built.
  - Personal solicitations programs will include people asking people and others for support on a personal basis.
  - Vehicle, boat, plane or similar donations' requests are planned in conjunction with fair market value requirements.
  - Foundation grant solicitations program has not yet started. Because there are several family and community-building foundations that invite grant solicitations, this will be a natural portion of this Foundation's fundraising activity.
  - Phone solicitations program has not yet started but may become one of the selected fundraising activities in conjunction with a special theme and restricted timeline.
  - Website donations program has not yet started but will be incorporated into a secured website.
  - Donations from other organizations websites program has not yet started but will be incorporated into the fundraising activities as links become available.
  - Government grant solicitations program has not yet started; because there are government grants that support family and community building, this will be a natural part of the fundraising activity.
- b) An oral contract with an individual to raise funds for this Foundation will be incorporated. Although mainly volunteer time will be invested, revenues and expenses will be tracked and recorded for the time periods as noted in Part IX and according to accepted standard business practices.
- c) Although the emphasis of this Foundation's fundraising activities encourages undesignated support, this Foundation will make available a separate account[ing] for any contributor under which the contributor mandates the right to designate funds for a specific item such as equipment. Although the donor may stipulate that their financial support is designated strictly to purchase equipment, further specifics and final decisions remain the sole



responsibility of the Trustees of this Foundation. Guidelines will be built into special brochure pieces despite such "designated" gifts not being encouraged.

5. a) Economic Development: This Foundation, by its nature, includes important economic development benefits. There is both need for, and attraction to, Palm Beach County residents and visitors regarding addition to elements that enhance, improve and increase its economic capacity. The improved lifestyles with partnerships that successfully heighten the life level and quality of people and families (via a strong variety of career employment, social, cultural, recreational and other environment-enhancing opportunities) will additionally attract students, post college graduation – to return full circle and together net an enhanced multiplier effect to families, community and economy. As people within the community enjoy the accumulation of mastered skills, they prepare for high paying career opportunities. Companies will relocate geographically nearest their talent pool plus affordable highest life quality. Palm Beach County and the State of Florida have outreach economic stimulus programs for companies who desire to relocate nearby in order to capitalize on the special skills of this Foundation's supported people.
- b) The natural economic benefits derived through this Foundation's support will be felt by people within the community who learn to live healthier in addition to properly caring for the Earth upon which they live.
6. This Foundation shall accept contributions of real property, vehicles (automobiles, boats, planes) acknowledgement will be issued for the amount. If the contribution consists of such as equipment (computer, vehicle, etc.) and used in actuality, standard fair market value practices will determine the true dollar value and a gift acknowledgement will be issued for that amount.
7. Scholarship and educational grant support will be considered by this Foundation to support individuals in travel, study or other purposes that further its exempt purposes. Such support enhances the potential for program support, education and other opportunities for individuals, families and the community. Support is planned to become available as budget allows.  
(SEE SCHEDULE H.)

## **Schedule H**

### **Section I**

1. a) The type of education grants this Foundation may provide to individuals or groups includes scholarships as financial support for such as course-related expenses (i.e. travel, books, supplies, equipment). This support, therefore, furthers this Foundation's exempt purposes.
- b) The purpose of Foundation distributions made to individuals is to advance educational and occupational opportunities related to such as family enhancement courses, community beautification education, horticultural programs, investment and economic resource studies. This support, therefore, furthers this Foundation's exempt purposes.

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2. Eligibility selection criteria used by this Foundation to determine resource support consists of appropriateness of program, sustainability potential, program cost combined with budget-ability and number of people attending.
3. a) Specific criteria this Foundation uses to select recipients consists of such as interest, willingness, ability to learn, partner and share as appropriate.  
b) The number of grants that will be made annually relates to the amount available within the Foundation's budget combined with the majority decision of the Trustees.  
c) The amount of each grant is determined by this Foundation according to the amount available within the Foundation's budget combined with the majority decision of the Trustees.  
d) Requirements or conditions required to obtain, maintain or qualify for renewal of this Foundation's grant funding support are consistent with specific requirements consisting of attendance [at actual program], maintaining a certain minimum understanding and follow through and/or potential to return [after program completion] to the family and/or community and to incorporate/activate and/or otherwise share resources within the geographic community and this Foundation and its adjacent programs.
4. The procedures for supervising the scholarships and other educational resource support by this Foundation include reports and signed participation completions from recipients and program administrators. Should the terms of the award be violated, this Foundation will attempt to contact the recipient for explanation and to ask for reimbursement, community service or what best meets the agreement of the Trustees by majority decision.
5. The selection committee for the awards of resource support by this Foundation includes current Trustees who qualify by experience, program familiarity and desired interest. Initially, this consists of the President, Treasurer and a retired government employee with specialty in community grants.. Committee members may be replaced according to the transition of Officers including new members, retiring members and replacement members.  
(SEE PART ii: Number 5, Articles/By-Laws)

**BY-LAWS  
OF  
STARK FARMS FOUNDATION, INCORPORATED**

The following By-Laws are adopted by the Officers entitled to vote for the government of **STARK FARMS FOUNDATION, INCORPORATED**

**ARTICLE I - OFFICES**

OFFICES of **STARK FARMS FOUNDATION, INCORPORATED** shall be at locations to be designated, which may include but not be limited to the principal office of the Corporation, at 401 South County Road, #2464, Palm Beach, FL 33480. The Corporation may also have offices at such other places within or without this state as the Board may from time to time determine or the business of the Corporation may require.

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## ARTICLE II - PURPOSES

The purpose for which **STARK FARMS FOUNDATION, INCORPORATED** is a charitable organization formed for charitable purposes. Purposes include the maximal enhancement of nature's eco-systems to improve the Earth and human's environment.

**The STARK FARMS FOUNDATION, INCORPORATED MISSION is to maximally enhance the Earth's natural environment including the eco-systems that support it.**

**Toward its MISSION, this Foundation supports life-long sustainable environmental enhancements to the Earth's environment per its natural eco-systems to make the earth and its inhabitants healthier. Prototypes will be created to model across the globe.**

**This model will remain appropriate for replication in other communities, [which is] a longer-term Foundation VISION. We shall maintain the Books of the Corporation, full and accurate accounts of all money received and disbursed for and on account of the Corporation, and shall, whenever required by the Board of Directors, make and render a statement of his/her accounts and such other statements as may be required.**

**EXECUTIVE AND OTHER COMMITTEES:** The Board, by resolution adopted by Majority of the Entire Board, may designate from among its Members an Executive Committee and other Committees, each consisting of three or more Directors. Each such Committee shall serve at the pleasure of the Board.

## ARTICLE VI - COMPENSATION

**1. COMPENSATION:** Directors, as such, shall not receive any stated salary for their services [as Directors]. By resolution of the Board a fixed sum for expenses, if any, may be allowed for attendance at each Meeting, regular or special. Nothing herein contained shall preclude any Director from serving the Corporation in any other capacity and receiving compensation. Members of executive or special committees may be allowed such compensation for attending committee meetings as the Board of Directors may determine.

**2. FISCAL YEAR:** The Fiscal Year of the Corporation shall begin on the **1st day of January in each year.**

## ARTICLE VII - CONSTRUCTION

If there be any conflict between the provisions of the certificate of Incorporation and these By-Laws, the provisions of the certificate of Incorporation shall govern.

**AMENDMENTS:** The By-Laws may be adopted, amended or repealed by the Members of the time they are entitled to vote in the election of Directors. By-Laws may also be adopted, amended or repealed by the Board of Directors at a Meeting held for such purpose, but any By-Law adopted, amended or repealed by the Board may be amended by the Members entitled to vote thereon as hereinbefore provided. Notice of such Meeting shall be given pursuant to these By-Laws.

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If any By-Law regulating an impending election of Directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next Meeting of Members for the election of Directors the By-Law so adopted, amended or repealed, together with a concise statement of the changes made.

#### **ARTICLE VIII - BY-LAWS**

**FORCE AND EFFECT OF BY-LAWS:** These By-Laws are subject to the provisions **STARK FARMS FOUNDATION, INCORPORATED** (statutes) of the State of Florida and the Corporation's Articles of Incorporation as they may be amended. If any provision in these By-Laws is inconsistent with any provision of the law or the Articles of Incorporation, the provision of the law or of the Articles of Incorporation shall govern.

#### **ARTICLE IX - ADAPTATION TO ONE PERSON CORPORATION**

Wherever in these By-Laws references are made to more than one Incorporator or Director, they shall, if this is a sole Incorporator, Director, or Corporation, be construed to mean the solitary person; and all provisions dealing with the quantum of majorities or quorums shall be deemed to mean the action by the one person constituting the Corporation.

**DISSOLUTION:** Upon the dissolution of this organization, remaining assets will be distributed exclusively for charitable purposes.

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Display Payment by Doc Num

10/05/20

DEP Page 0001/0001

Deposit Number	: 08/18/17 01022 001	Deposit Amount	: 78.75
Account Number	:	Deposit Balance	: 0.00
Refund Request Date	:	Debit Memo Date	:
Refund Mail Date	:	Void Date	:
Refund Amount	: 0.00	User ID	: KWALKER
Requester	:		

		DOC Page 0001/0001
Tracking Number	: 000302556650	Document Number: W17000068567
Ledger Date	: 08/18/17	Sub Account Number:
Document Requester	: CORAREJ	

Category	Description	Amount
CERT	CERTIFICATION	8.75
CF	ALL CORP FILING FEES	70.00

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CLERK OF DISTRICT COURT  
JANUARY 17, 2021