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(Requestor's Name)

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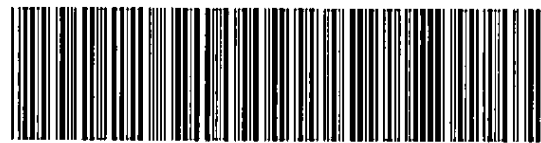
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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11/12/21--01005--002 \$78.75

2021 Nov 12 11:44:01

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TALLahassee, FLORIDA

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D O'KEEFE
NOV 11 2021

Hopping Green & Sams

Attorneys and Counselors

November 12, 2021

Via Hand Delivery

Department of State
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303
(850) 245-6052

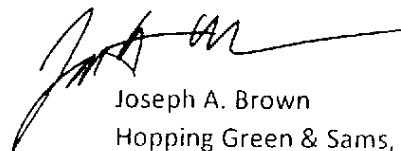
RE: Filing of Articles of Incorporation for Florida Phosphate Council, Inc.

To Whom it May Concern:

Enclosed is an original and one (1) copy of the Articles of Incorporation to be filed for Florida Phosphate Council, Inc., and a check for \$78.75 for filing fees and a certified copy. Also enclosed is a copy of the name reservation for Florida Phosphate Council, Inc., secured by the undersigned. The certified copy of the filed Articles of Incorporation, if not provided immediately upon hand filling, should be mailed to:

The Mosaic Company
c/o Nancy Venarchick
3033 Campus Drive, Suite W400
Plymouth, MN 55441

Sincerely,



Joseph A. Brown
Hopping Green & Sams, P.A.

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2021 NOV 12 AM 10:16

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

2021 NOV 12 PM 1:01



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 27, 2021

JOSEPH A. BROWN
HOPPING, GREEN & SAMS, P.A.
PO BOX 6526
TALLAHASSEE, FL 32314

The name FLORIDA PHOSPHATE COUNCIL, INC. has been reserved for 120 days beginning July 27, 2021. The reservation number is R21000000172 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (850) 488-9000, the Name Availability Section

Neysa Culligan

Letter number: 421A00017528

**ARTICLES OF INCORPORATION
OF
FLORIDA PHOSPHATE COUNCIL, INC.
A FLORIDA CORPORATION NOT FOR PROFIT**

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for the Corporation:

Article I

Name

The name of the Corporation shall be Florida Phosphate Council, Inc. (the "Corporation").

The principal address of the Corporation at the time of incorporation is 13830 Circa Crossing Drive, Lithia, Florida 33547-3953.

Article II

Duration

The duration of this Corporation is perpetual unless dissolved according to law.

Corporate existence shall commence on the date these Articles of Incorporation are filed with the Florida Department of State.

Article III

Purpose

(a) The Corporation is a nonprofit organization incorporated and operated exclusively for social welfare purposes within the meaning of section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "**Code**") (all references to sections of the Code include the corresponding provision of any subsequent federal tax law). More specifically, the Corporation is organized and operated exclusively for social welfare purposes including, but not limited to, protecting America's domestic food supply and sharing factual, science-based information about Florida's phosphate industry.

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(b) In furtherance of the foregoing purposes, the Corporation has all powers granted to a corporation not for profit under the laws of the State of Florida and the power to do all things necessary, proper, and consistent with maintaining its tax-exempt status under section 501(c)(4) of the Code.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(4) of the Code.

Article IV

Qualifications and Admission of Members

The authorized number, qualifications, and manner of admission of members of this Corporation, the different classes of membership, the property, voting, and other rights and privileges of members, the liability of members for dues and/or assessments and the method of collection, and the termination and transfer of membership shall be as set forth in the Bylaws of this Corporation.

Article V

Registered Office and Registered Agent

The name and Florida street address of the registered agent of this corporation is:

C T Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

Article VI

Board of Directors

(a) The affairs and business of the Corporation are to be managed and conducted by the directors of the Corporation.

(b) The qualifications, manner of election, number, tenure, powers, and duties of the directors of the Corporation are as set out in the Bylaws of the Corporation.

Article VII

Basis Under Which Corporation Organized

The Corporation is a Corporation Not for Profit as defined by the Florida Not for Profit Corporation Act, section 617.01401, Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and neither the net earnings nor any part thereof is

distributable to, its members, directors, officers, or other private persons except as specifically permitted under the provisions of the Florida Not for Profit Corporation Act.

Article VIII

Tax Exempt

It is intended that the Corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code and an organization described in Section 501(c)(4) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. All references in these Articles to sections of the Internal Revenue Code or Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

Article IX

Management of Corporate Affairs

- (a) Board of Directors. The powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of not less than three (3) directors. The number of directors provided for in these Articles of Incorporation may be changed by a Bylaw adopted by the Board of Directors entitled to vote.
- (b) Election of Directors. The qualifications, manner of election, number, tenure, powers, and duties of the directors of the Corporation are as set out in the Bylaws of the Corporation.
- (c) Elective Officers. The officers of this Corporation shall be as set out in the Bylaws of the Corporation. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the Bylaws.

Article X

Bylaws

The Bylaws of this Corporation may be amended, repealed, or replaced, in whole or in part, as provided in the Bylaws of the Corporation.

Article XI

Amendment of Articles

Amendments to these Articles of Incorporation may be approved as provided in the Bylaws of the Corporation.

Article XII

Distribution on Dissolution

In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law:

- (a) none of the property of the Corporation or any proceeds of that property may be distributed to or divided among any of the directors or officers of the Corporation or inure to the benefit of any individual; and
- (b) after all liabilities and obligations of the Corporation have been paid, satisfied, and discharged, or adequate provision made therefor, all remaining property and assets of the Corporation must be distributed to one or more organizations formed and operated exclusively for purposes within the meaning of section 501(c)(4) or 501(c)(3) of the Code.

Article XIII

Nonstock Basis

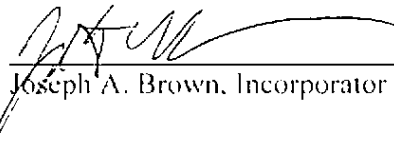
The Corporation is formed on a nonstock basis and shall not issue shares of stock.

Article XIV

Indemnification

The Corporation shall indemnify each director and officer, including former directors and officers to the fullest extent allowed by law.

IN WITNESS, the undersigned has executed these Articles of Incorporation on the 12th day of November, 2021.



Joseph A. Brown, Incorporator

2021 NOV 12 PM 4:00

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Florida Phosphate Council, Inc., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Chapter 617 of the Florida Statutes.

C T Corporation System

By: 
As its: Assistant Secretary

Date: 11/12/2021

2021 NOV 12 PM 4:00


INCORPORATOR

The **name and address** of the Incorporator is:

Name: Joseph A. Brown

Address: P.O. Box. 10230. Tallahassee, Florida 32302

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 provide for in s.817.155, F.S.



Signature of Incorporator

11.12.21
Date

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... ..