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LAW OFFICES OF
PATRICK F. HEALY, P.A.

WILLIAM C. POTTER
CLIFTON A. McCLINTOCK, JR.
DOUGLAS R. MANES
PATRICK F. HEALY
TIMOTHY M. WILLIAMS

REVENUE BANK BUILDING, SUITE 400
700 SOUTH KENNEDY STREET
POST OFFICE BOX 2823
MELBOURNE, FLORIDA 32902-2823

HARRY A. JONES
OF COUNSEL

REPLY TO: MELBOURNE

(407) 984-2700
FAX: (407) 723-4092

200 BREVARD AVENUE
COCOA, FLORIDA 32922
(407) 634-8011

June 7, 1995

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*****70.00 *****70.00

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

RE: Healthy Organic Produce & Education, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above referenced corporation. Also enclosed, please find our check in the amount of \$70.00 which should cover the costs for filing these articles.

Should you have any questions or comments, please advise.

Very truly yours,

Joyce V. Loosemore

Joyce V. Loosemore,
Legal Assistant to
Timothy M. Williams, Esq.

Jf

JMV
enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FOR

HEALTHY ORGANIC PRODUCE & EDUCATION, INC.

The undersigned, acting as incorporator(s) of a corporation pursuant to chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be: HEALTHY ORGANIC PRODUCE & EDUCATION, INC.

ARTICLE II PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be: 882 Huntington Street, N.E., Palm Bay, Florida 32907.

ARTICLE III GENERAL AND SPECIFIC PURPOSES

(a) The specific purposes for which this corporation is formed are to promote organic farming and gardening methods and to educate the public in the benefits of least toxic and least impact integrated pest management and related topics.

(b) The general purposes for which this corporation is formed are to operate exclusively for such charitable, scientific and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, by propaganda, lobbying, or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

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TALLAHASSEE, FLORIDA

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ARTICLE IV MANNER OF ELECTION OF DIRECTORS

Directors shall be elected or appointed as provided in the bylaws. The initial directors shall be:

Wyatt Moor	Brenda Maxwell
David Gilton	Marrie Robinson
Wae Nelson	Tim Williams
Jim Greathouse	Woody Holzworth

ARTICLE V LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent is:

MARRIE ROBINSON
882 Huntington Avenue, N.E.
Palm Bay, Florida 32907

ARTICLE VII INCORPORATOR

The name and street address of the incorporator for these Articles of Incorporation is:

MARRIE ROBINSON
882 Huntington Avenue, N.E.
Palm Bay, Florida 32907

ARTICLE VIII DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to scientific, charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any trustee, director, officer, or member of this corporation, or to the benefit of any private individual.

ARTICLE IX DISTRIBUTION OF ASSETS

Upon the dissolution of winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, scientific or educational

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purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws

The undersigned incorporator has executed these Articles of Incorporation this 2nd day of June, 1995.

Signature of the Incorporator

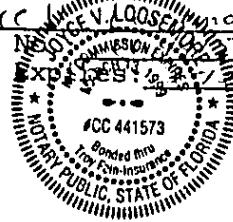
Marrie Robinson
MARRIE ROBINSON

STATE OF FLORIDA

COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 2nd day of June, 1995, by MARRIE ROBINSON who is personally known to me or who produced Fla. Diver's license as identification.

George V. Loosemore
Notary Public, State of Florida
Name: George V. Loosemore
Commission Notary Public 73
Commission exp. 12-31-99



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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

OF

HEALTHY ORGANIC PRODUCE & EDUCATION, INC.

I understand the duties of and hereby accept appointment as the registered agent of HEALTHY ORGANIC PRODUCE & EDUCATION, INC. at the initial registered office of the Corporation at 882 Huntington Street, N.E., Palm Bay, Florida 32907.

Dated this 2nd day of June, 1995.

Marrie Robinson
MARRIE ROBINSON

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TALLAHASSEE, FLORIDA

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