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APR 20 PM 4:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Requester's Name

225 S. Adams St suite 200

Address

Tall, FL 32301

City/State/Zip

222-1206

Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. THE AGRICULTURE FACILITIES ADMINISTRATION AND MANAGEMENT  
(Corporation Name) (Document #) CORPORATION
2. \_\_\_\_\_  
(Corporation Name) (Document #) Amended & Restated Articles
3. \_\_\_\_\_  
(Corporation Name) (Document #) 500004037385--9  
-04/23/01--01007--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in

☒ Pick up time next week

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

**AMENDMENTS**

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

**OTHER FILINGS**

- ☐ Annual Report
- ☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

RECEIVED  
01 APR 20 PM 4:12  
DIVISION OF CORPORATIONS

X00789,

Examiner's Initials

OR

4/24/01

FILED  
01 APR 20 PM 4:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RESTATED AND AMENDED

ARTICLES OF INCORPORATION

of

**“THE AGRICULTURE FACILITIES ADMINISTRATION  
AND MANAGEMENT CORPORATION”**

The undersigned president of this Florida not-for-profit corporation, hereby files these restated and amended articles of incorporation pursuant to and in compliance with sections 617.1007 and 617.0202, Florida Statutes, and hereby certifies in compliance with section 617.1002, Florida Statutes, there are presently no members of the corporation and that all amendments herein set forth were adopted properly by majority vote of its board on 2 April 2001, and further declares and certifies that all articles or provisions of previous corporate articles and amendments thereof be deleted in their entirety and the following numbered articles and provisions be substituted therefor:

**I. NAME.** The name of the corporation shall be:

THE AGRICULTURE FACILITIES ADMINISTRATION AND MANAGEMENT CORPORATION.

**II. PURPOSE, OBJECTS, POWERS, LIMITATIONS.**

**A. PURPOSES.** The corporation is organized and shall be operated exclusively for the following purposes:

1. To conduct business for scientific, educational and charitable purposes.
2. To provide systems, facilities and services to support new or improved agricultural

and scientific “breakthroughs”, technologies, systems and methods especially as these relate to the charitable purposes of reducing governmental and societal burdens through protection of natural resources or the preservation and restoration of the environment, and to facilitate and manage the cost-effective implementation of same by the public or applicable agricultural community;

3. To provide systems, facilities and services to support new or improved agricultural and scientific technologies, systems and methods as these relate to a reduction in governmental or private costs and burdens associated with the production, marketing, packaging and distribution of agricultural products and commodities;
4. To promote, facilitate, manage and support experimental or applied agricultural and related research projects and programs of various federal and state governmental agencies having association to the field of agriculture, or of accredited institutions of higher learning or other recognized educational or instructional institutions such as but not limited to the United States Department of Agriculture, Florida Department of Agriculture, Florida Department of Environmental Protection, University of Florida, Florida Agricultural and Mechanical University and North Carolina State University;
5. To promote and support the projects, programs, activities and efforts of other public and private foundations, institutions or charities recognized as tax-exempt under the provisions of I.R.C. section 501(a)(1), such as but not limited to The FARM Foundation, Inc., where the purposes, objects, projects, activities and efforts of such entities are functionally related to agriculture and when such promotion and support are consistent with this corporation’s purposes, objects and powers;
6. To promote, prepare and distribute educational materials and to conduct educational forums, lectures and seminars all as relates to informing and instructing the general public or applicable agricultural community concerning the results, implications, or implementation of agricultural projects and programs promoted, facilitated, managed or supported by this corporation;
7. To especially encourage, assist and financially support “beginning” and minority farmers, producers and service providers in the individual or overall management and implementation of the projects or programs promoted, facilitated, managed or supported by this corporation; and,
8. To do all and everything necessary and proper for the accomplishment and furtherance of the express purposes set forth above.

B. OBJECTS. The objects and goals of this corporation are:

1. To develop, manage and implement projects and programs of cost-effective technologies, systems and methods which will ultimately reduce the amount of

residual nutrient waste at cattle, swine and dairy production facilities thereby improving air and water quality, including but not limited to the dairy waste reduction and compost programs in Florida and North Carolina currently being managed and implemented by this corporation for the benefit of the USDA Natural Resources Conservation Service in conjunction with the Institute for Food and Agricultural Science ("IFAS") at the College of Agriculture at the University of Florida and the North Carolina Agricultural Finance Authority.

2. To develop, manage and implement projects and programs of cost-effective technologies, systems and methods for marketing, packaging and distributing agricultural products which will reduce present environmental impacts or will otherwise reduce public and private costs and burdens associated with same, including but not limited to the development, support and management of computerized or web-based marketing and distribution alternatives such as Ag Marketing.Org.Inc.;
3. To facilitate and manage the inclusion of IFAS's educational and research materials "on-line" on the Ag Marketing.Org Inc. website and to promote and encourage the use of such educational materials by other institutions, governmental agencies, the agricultural community and the general public;
4. To encourage, promote and support existing or future programs or efforts of accredited institutions of higher learning, including but not limited to support and promotion of the Florida Agricultural and Mechanical University's involvement with the African Farmer's Initiative funded by the United States Agency for International Development, as such programs or efforts relate to minority contractor participation in this corporation's activities or as such programs relate to effecting this corporation's purposes by and among minority or beginning farmers, producers or service providers; and,
5. To undertake any other proper goal or object not inconsistent with this corporation's express purposes.

C. POWERS. As a means of accomplishing the foregoing purposes and objects, this corporation shall have all the powers nor or hereafter conferred by Florida law upon corporations not for profit, including the power to solicit all available private and public funds in the manner prescribed by law, and including all powers necessary or convenient to effect any or all of this corporation's purposes subject only to the limitations as are or may be prescribed by law and these articles of incorporation.

D. LIMITATIONS. This corporation's purposes, objects and exercise of powers shall be subject to the following limitations:

1. This corporation's purposes for which it is organized are exclusively religious, charitable, scientific, literary and/or educational within the meaning of present I.R.C.

section 501(c)(3), or any future corresponding provision of U.S. tax law, and the corporation has no power to effect any other purposes;

2. Notwithstanding any other provision of these articles, this corporation shall not operate or carry on any activities not permitted by present I.R.C. section 501(c)(3), or any future corresponding provision of U.S. tax law, and has no power to operate in a manner contrary to or inconsistent with such provisions and shall take no action which would otherwise jeopardize its general status as a 501(c)(3) tax-exempt entity;
3. Upon a dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of I.R.C section 501(c)(3), or any future corresponding section of U.S. tax law or shall be distributed to some federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located exclusively for such purposes. No income or assets of the corporation will ever be distributed to any member, officer or director except as permitted in the form of compensation or reimbursement.
4. While this corporation may manage and support programs and projects of other related tax-exempt entities and may generally "associate" with same as according to its express purposes, this corporation shall not be and shall not be construed to be a "partner", "stakeholder", "member", "joint venturer" or any other like term with similar legal connotation with or of such entities and shall make no statement or take any action to imply otherwise, except as may be effected by a purchase of stock or shares in an entity or as may be expressly agreed to in writing signed by such entity and this corporation.

**III. DURATION.** The corporation's existence shall be perpetual.

**IV. ADDRESS.** The business of the corporation shall be principally conducted at: 12 North Elm Street, Fellsmere, Florida 32948; and, all corporation mail/correspondence shall be directed to: P.O. Box 279, Fellsmere, FL 32948.

**V. REGISTERED AGENT & OFFICE.** The Registered Agent of the corporation presently is: Timothy S. Franklin, Esq., whose street address is 225 South Adams Street, Suite 200, Tallahassee, Florida 32302-1833, as according to the records of the Florida Secretary of State as of the date these restate and amended articles are filed.

**VI. BOARD OF DIRECTORS.** The names and address of the present members of the Board of Directors as of the date these restated and amended articles are filed are:

Hon. Tom Adams	11550 County Road 507, Fellsmere, FL 32948.
Mr. A. Eugene Lewis	222 West Georgia Street, Tallahassee, FL 32301
Mr. Jack Dodd	170 Sinclair Road, Tallahassee, FL 32312
Dr. Stanley R. Bates	4330 NW 20 <sup>th</sup> Place, Gainesville, Florida 32605-3437

- VII. OFFICERS.** The corporation shall have a President, a Secretary and a Treasurer. There shall be such additional vice presidents and assistant officers as the Board of Directors shall, in its discretion, determine. The offices of President and Treasurer may not be filled by the same individual; otherwise, individuals may hold dual offices. The President, Secretary and Treasurer, as the Executive Committee, shall manage the affairs of the corporation. The duties, qualifications, manner and time of elections and terms of office of all Officers of the corporation shall be as prescribed by Bylaws of the corporation.

The present officers of the Corporation are:

Hon. Tom Adams	President
Mr. A. Eugene Lewis	Secretary
Mr. Jack Dodd	Treasurer

- VIII. MEMBERS.** There are no members in this corporation.

- IX. BOARD OF DIRECTORS.** The corporate powers of the corporation shall be vested in a Board of Directors ("Board"), consisting of not less than three (3) and not more than (7) members, as shall be provided in the Bylaws. Where not inconsistent with the expressed provisions of these Articles, the Board shall have the rights, powers and privileges prescribed by law for directors of not-for-profit corporations.

Within the standards and limitations prescribed herein for the Board and its meetings, the qualifications and terms of office, manner of selection, and the time, place and manner of calling meetings, giving notice of and conducting the meetings, and the number of Directors which shall constitute a quorum at the meetings, shall be prescribed by the Bylaws.

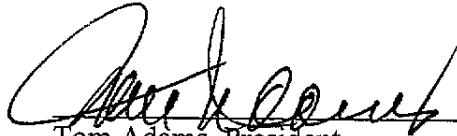
The Board may appoint an individual to serve as Executive Vice President of the corporation, and shall prescribe the manner of appointment, the term of office, duties and compensation, if any, of the Executive Vice President. The Executive Vice President may be removed only by concurrence of a majority of the members of the Board.

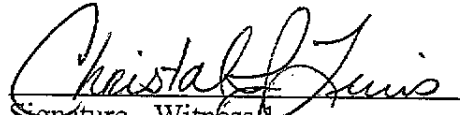
The Board, by majority vote at any properly constituted meeting, shall fill such vacancies as may occur on the Board and may remove members of the Board in accordance with the bylaws of the corporation. The Board, by majority vote of those present at any properly constituted meeting, may appoint advisory committees for such purposes as the Board shall deem necessary.

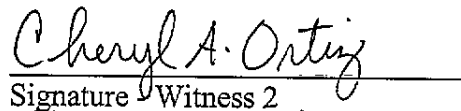
- X. INDEMNIFICATION.** The corporation shall indemnify and hold harmless any and all persons who shall serve, or who shall have served at any time as Directors, Executive Committee members, or Officers, their respective heirs, administrators, successors, and assigns from and against any and all expenses, claims or losses of any description, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding which may be asserted against them, or any of them, by reason of their being or having been Directors, Executive Committee members, or Officers, except in relation to matters as to which any such Director, Executive Committee member or Officer or person shall be adjudged in any action, suit or proceeding to be liable for his/her/its own negligence or misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those hereby indemnified may be entitled under any Bylaws, agreements or otherwise.
- XI. AMENDMENTS.** These restated and amended articles of incorporation may be further amended by a concurrence of two-thirds (2/3) of those present at any regular or special meeting of the Board, provided a quorum is present.
- XII. BYLAWS.** Bylaws of the corporation shall be approved, altered, rescinded or amended by concurrence of two-thirds (2/3) of those present at any regular or special meeting of the Board, provided a quorum is present.
- XIII. DISSOLUTION.** Upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which shall be then qualified for exemption under I.R.C. section 501(c)(3), or to the federal government, or to a state or local government, for a public purpose, and none of the assets will be distributed to any Officer or Director of the corporation.
- XIV. NON-STOCK BASIS.** The corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not-for-Profit Corporation Act and shall not have the power to issue shares of any type or class.

IN WITNESS WHEREOF, the undersigned corporation President, Mr. Tom Adams, has affixed his signature this the 12 day of April 2001.

Attest:

  
Tom Adams, President

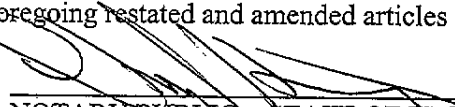
  
Signature - Witness 1  
Christal J. Lewis  
Printed Name - Witness 1

  
Signature - Witness 2  
Cheryl A. Ortiz  
Printed Name - Witness 2

STATE OF FLORIDA  
COUNTY OF LEON

SUBSCRIBED TO AND ACKNOWLEDGED before me this 12 day of April 2001 by Tom Adams, President of the corporation filing the foregoing restated and amended articles of incorporation.

☐ Personally known  
☐ Produced I.D.  
☐ Type of I.D. \_\_\_\_\_

  
NOTARY PUBLIC - STATE OF FLORIDA

My Commission Expires:

Cheryl Hampton  
Printed Name of Notary Public

