

**N96000005544**

A. Eugene Lewis, Lewis & White L.C.

~~Voter=D;=VANDERCR~~

Requestor's Name

216 W. College Ave. Suite 201

Address

Tallahassee, Florida 32301 425-5000

City/State/Zip

Phone #

000001992370--S

-10/31/96--01072--005

\*\*\*\*175.00 \*\*\*\*175.00

Office Use Only

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

1. THE AMERICAN BAST FIBER INSTITUTE, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time \_\_\_\_\_

☒ Certified Copy 2

☐ Mail out

☒ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Peter VanDerCreek gave  
Auth by phone to  
Correct the articles  
10-30-96

70.00  
105.00 (2-C.C.)  
175.00

W96-22165  
R96-4441

Dmc 10/17/96

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 17, 1996

A. EUGENE LEWIS  
216 W COLLEGE AVE STE 201  
TALLAHASSEE, FL 32301

SUBJECT: THE AMERICAN BAST FIBER INSTITUTE, INC.  
Ref. Number: W96000022165

We have received your document for THE AMERICAN BAST FIBER INSTITUTE, INC. and check(s) totaling \$390.00. However, your check(s) and document are being returned for the following:

We are returning your check for \$390.00 to be replaced by one in the correct amount of \$122.50.

The Articles must refer to the name only in the document., i.e. the "Company"

A corporation may not act as its own incorporator. Please designate an individual, another active domestic or foreign corporation, with a street address.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 796A00047771

*Call when ready*

RECEIVED OCT 20 1996  
92 8 17 00 100 56

**ARTICLES OF INCORPORATION  
OF  
THE AMERICAN BAST FIBER INSTITUTE, INC.**

**FILED**  
95 OCT 30 AM 9:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED hereby form The American Bast Fiber Institute, Inc., a Florida not-for-profit corporation, and adopt the following Articles to be filed with the Florida Department of State.

**ARTICLE I**

**NAME AND LOCATION OF PRINCIPAL OFFICE**

**Section 1. Name.** The name of this corporation shall be The American Bast Fiber Institute, Inc. It will be referred to hereinbelow as the Corporation.

**Section 2. Location of Principal Office.** The location of the principal office of the Corporation shall be at 216 West College Avenue, Suite 202, in the City of Tallahassee, Leon County, State of Florida, or such other location as may be from time to time designed by the Board of Directors.

**ARTICLE II**

**DURATION AND PURPOSES**

**Section 1. Duration.** The life of this Corporation shall be perpetual.

**Section 2. Purposes.** This Corporation is organized exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue laws), including all purposes permitted by the Laws of Florida for not-for-profit Corporations not in conflict with Section 501(c)(3) and shall specifically include, but not be limited to, the following:

a. to provide assistance and services to bast fiber farmers located in rural communities within the State of Florida and elsewhere for the development of a bast fiber and related textile industry within and without the State of Florida;

b. to leverage State, local and Federal funds and resources provided through the Agricultural Economic Development Act, Chapter 570.241, Florida Statutes (1994), and any other State, local, federal or other governmental agency, with investments and resources from the private sector;

c. to build and expand the bast fiber agricultural base of Florida;

d. to promote the transfer and development of bast fiber technology;

e. to create a more competitive agricultural business environment by bringing more alternative agricultural projects into the high tech areas of production and marketing utilized by other industries successfully and large commercial farmers;

f. to make capital and management resources available to bast fiber and other business firms;

g. to communicate and publicize successes of bast fiber and other farmers and encourage participation of State, national and international private and public foundations and allied firms in the programs of the Corporation;

h. to provide opportunity for exchange of experiences and opinions through discussions, seminars and publications and all media formats including the internet;

i. to educate its members and the public about the offerings of Florida bast fiber businesses within the State of Florida and elsewhere;

j. to develop and encourage high standards of service and products from Florida bast fiber businesses including all textile related and bast fiber by-product related industries;

k. to broaden public understanding of the importance of having business relationships with bast fiber farmers and producers;

l. to acquire, preserve and disseminate alternative cropping data and valuable business information relative to bast fiber and textile businesses within the State of Florida;

m. to cooperate with local, regional, state and national groups in the cause of advancing increased business with bast fiber businesses within the State of Florida, specifically to include all possible interactions between the Corporation and existing Florida and federal programs, e.g. the U. S. Department of Justice, Prison Industry Enhancement Act (18 U.S.C. §1761 *et seq.*), the U.S. Department of Agriculture, Alternative Agricultural Research and Commercialization Center, the provisions of the Fair Farm Act of 1996, and other such programs;

n. to promote the development and growth of bast fiber businesses desiring to become highly specialized producers within the State of Florida;

o. to promote and facilitate the development and growth of bast fiber businesses desiring to market their products in other states within the United States and to export their products worldwide;

p. to develop and implement selected services and programs including the presentation of communications events, the provisioning and dissemination of information, and the provisioning of educational and funding opportunities;

q. to promote the protection and restoration of environmental quality by promoting the equal and just application of Federal, State and Local laws pertaining thereto;

r. to acquire by donation, gift, bequest, purchase or exchange developed or undeveloped lands for experimental crop production purposes or ecologically significant developed or undeveloped lands for the preservation of such lands in their natural state and the preservation of native plants or animals, biotic communities or geological or geographical formation for scientific or educational interest or recreational or scenic beauty;

s. to maintain such lands for the purpose of preserving them in their natural state and the maintenance of the natural ecosystem balance relative thereto or to acquire, hold and convey such lands to state, local or federal conservation agencies;

t. to seek, develop and demonstrate practical ways to insure an ecologically balanced use of the national's land resource which promote

optimum human living conditions in a biologically healthy environment and to disseminate information relative to all of the above; and

u. to do all and everything, including the making and carrying out of contracts and deeds necessary and suitable and proper for the accomplishment of these purposes of the furtherance of said purposes herein set forth and as may otherwise be authorized by the laws of the State of Florida, and to do every other act or acts, thing or things, incidental and pertaining to or growing out of or connected with the aforementioned purposes or any part of parts thereof.

### **ARTICLE III**

#### **POWERS**

**Section 1. Non-Inurement.** 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; provided, however, that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and reimburse reasonable, documented expenses, including specifically reasonable compensation and reimbursement of costs for attendance at directors meetings by its directors, officers, corporate counsel or other public or private persons whose attendance is requested by the board; and, to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

**Section 2. Non-Intervention in Political Activities.** This Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office or in connection with any attempt to influence the general public or segments thereof

with respect to legislative matters, elections or referendums. Notwithstanding this provision, members of the Corporation may participate in activities to provide information to representatives of the executive and legislature branches of the government of the State of Florida in connection with existing statutes or proposed legislation impacting or potentially impacting the Corporation or its ability to effectively pursue its charitable and public purposes; and, in addition to corporate counsel who shall be so designated, may designate one or more of its directors or officers as representatives before State, local or federal agencies or legislatures, as provided in Section 112.3215, Florida Statutes, or corresponding local or federal laws.

**Section 3. Non-Involvement in Member Affairs.** This Corporation shall not have as an objective, purpose or function, nor shall it have the power to engage in any activity respecting its members' individual sales and marketing functions, or independent decisions with respect thereto, nor to effect any type of cooperation by, between or among, this Corporation and its members which may violate antitrust laws, or effect, or attempt to influence any member in any such cooperative activity. All activity in violation of this provision is expressly prohibited and shall not be binding on the members of this Corporation.

**Section 4. Restrictions on Powers.** Notwithstanding any other provision of 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 Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a Corporation, contributions to which are deductible under



Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

#### **ARTICLE IV**

##### **MEMBERSHIP**

**Section 1. Nature of Membership.** There shall be two classes of members: Active and Sustaining.

**Section 2. Active Members.** Active members shall be the only voting members and shall be the members of the Board of Directors of the Corporation as from time to time elected pursuant to the By-Laws of the Corporation. The initial active members shall be as set forth in Article V, below.

**Section 3. Sustaining Members.** Sustaining members shall mean any person or entity that makes a contribution to the Corporation as set forth in the By-Laws of the Corporation. Sustaining members shall not be entitled to vote on any matter affecting the Corporation but shall otherwise be afforded all rights and privileges as set forth in the By-Laws of the Corporation and may hold corporate office other than Board of Director offices and may act as professional advisors to the Corporation.

#### **ARTICLE V**

##### **BOARD OF DIRECTORS**

The lawful authority and powers of this Corporation shall be exercised by, and its business shall be conducted and carried on by, or be authorized to be conducted and carried on by, a Board of not less than three (3) nor more than fifteen (15) Directors. The officers of the Board shall consist of a Chairman, a Vice-Chairman and a Secretary. The Board shall

have the authority to appoint an Executive Committee, all of the members of which shall be members of the Board, and to delegate any of its powers to the Executive Committee which shall exercise said powers subject to the supervision of the full Board. Only members of the Board shall have voting rights. The members of the Board shall be elected in accordance with the Corporation's By-Laws of the Corporation. The names and addresses of the members of the Board who shall serve until the first election are as follows:

John L. Baker, IV  
P. O. Box 1038  
Naples FL 34106

A. Eugene Lewis  
P. O. Box 1050  
Tallahassee FL 32302

Marlow V. White  
P. O. Box 1050  
Tallahassee FL 32302

#### **ARTICLE VI**

##### **EXECUTIVE DIRECTOR, CORPORATE OFFICERS AND PROFESSIONAL SERVICES**

The Board of Directors shall have the authority to employ an Executive Director and one or more officers and employees and to manage the affairs of the Corporation subject to the supervision of the Board. The Board of Directors shall engage such professional services as it deems necessary and proper, but shall engage a non-member individual or firm as general counsel to the Corporation and a non-member individual or firm as a certified or chartered public accountant to the Corporation. Such Executive Director and other officers and employees shall be compensated as provided for by resolution of the Board of Directors.

#### **ARTICLE VII**

##### **VACANCIES**

Vacancies occurring on the Board of Directors or corporate offices shall be filled in such manner and at such time and under such conditions as may be set out in the By-Laws of the Corporation.

## **ARTICLE VIII**

### **By-Laws**

The By-Laws of this Corporation shall be made, altered, amended or rescinded only by two-thirds of the members of the Board of Directors at a regularly called meeting, or at any other meeting of said Board members called for the purpose, provided, however, that in case a meeting is called for this purpose, it shall be called strictly in accordance with the existing By-Laws of the Corporation.

## **ARTICLE IX**

### **DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation by distributing the assets to some other organization or organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 which have similar purpose or purposes to that which is enumerated under Article II herein or to some state, local or federal entity.

## **ARTICLE X**

### **CORPORATE COUNSEL AND REGISTERED AGENT**

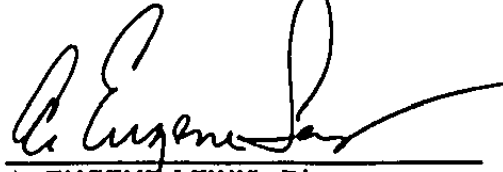
The Corporation's current corporate counsel and registered office is Lewis & White, L. C., 216 W. College Avenue #201, Tallahassee, Florida 32301; the Registered Agent there is A. Eugene Lewis.

**ARTICLE XI**

**AMENDMENTS**

These Articles may be amended by two-thirds of the members of the Board of Directors present and voting at any regular or special meeting called pursuant to the By-Laws of the Corporation for the purpose of amending the Articles.

IN WITNESS WHEREOF, we have signed our names this 29<sup>th</sup> day of October, 1996.

A handwritten signature in cursive script, appearing to read "A. Eugene Lewis", written over a horizontal line.

A. EUGENE LEWIS, Director & Incorporator

A handwritten signature in cursive script, appearing to read "Marlow V. White", written over a horizontal line.

MARLOW V. WHITE, Director & Incorporator

ACKNOWLEDGEMENT OF ARTICLES OF INCORPORATION

FILED

96 OCT 30 AM 9:18

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

s. s. Tallahassee

COUNTY OF LEON

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of October, 1996, by A. EUGENE LEWIS and MARLOW V. WHITE, both of whom are personally known to me and who did not take an oath.

Judith H. Taylor



JUDITH H. TAYLOR  
MY COMMISSION # CC302420 EXPIRES  
August 23, 1997  
BONDED THIRD THIRD FARM INSURANCE, INC.

RESIDENT AGENT DESIGNATION

IN COMPLIANCE with Section 48.091, Florida Statutes, The American Bast Fiber Institute, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 216 W. College Ave. #202, Tallahassee FL 32301, names A. Eugene Lewis, Esq., of Lewis & White, L. C., 216 W. College Ave. #201, Tallahassee FL 32301, as Registered Agent.

Executed: 10/29/96

Marlow White  
Corporate Director

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above named corporation, at the place designated above, I hereby agree to act in such capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Executed: 10/29/96

A. Eugene Lewis  
Registered Agent