

## ARTICLES OF INCORPORATION OF FOOTHILLS FARMERS' MARKET, INC.

We, the members of Foothills Farmers' Market, Inc., have associated ourselves and formed a nonprofit corporation under and pursuant to the laws of the State of North Carolina, and not for recurring profits, and hereby adopt the following Articles of Incorporation.

### ARTICLE I

**CORPORATE NAME.** The name of this nonprofit corporation shall be the Foothills Farmers' Market, Inc. (DBA Foothills Farmers' Market).

### ARTICLE II

**DESIGNATION AS A CHARITABLE, TAX-EXEMPT CORPORATION.** Foothills Farmers' Market operates as a charitable corporation as defined by N.C. Gen. Stat. § 55A-2-02(a)(2). The primary purpose of this nonprofit corporation is to support a locally-based food system that:

- a) improves public health and well-being by increasing dietary intake of fresh fruits and vegetables;
- b) improves access to fresh fruits and vegetables by limited resource families;
- c) enhances the capacity for sustainable food production, processing, and distribution by addressing the educational needs of producers;
- d) supports tourism and economic development in the region by providing a profitable retail outlet for local agriculture producers, artisans, crafters, food vendors and their goods, and;
- e) strengthens the social fabric of the local community by increasing awareness and support of local agriculture and the arts.

The Corporation is organized exclusively for the purposes set forth in Section 501(c)3 of the Internal Revenue Code. The Corporation shall have all of the powers incidental and desirable for carrying out its objectives and purposes to the extent authorized and permitted under Section 501(c)3 of the Internal Revenue Code, and under the analogous law of the State of North Carolina. The Corporation is not organized for pecuniary profit and shall not conduct its affairs for financial profit; and no part of the net earnings or property of the Corporation shall inure to the benefit of any member, director, trustee or other private person or entity.

Foothills Farmers' Market is not organized for pecuniary profit nor organized to engage in any activity ordinarily carried on for profit and it shall not have the power or authority to issue shares of stock or declare or pay dividends. Except to the extent permitted by law, no part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation. Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)3 of the Internal Revenue Code and its regulations.

### ARTICLE III

**REGISTERED OFFICE AND AGENT.** Foothills Farmers' Market is an educational program of NC Cooperative Extension, Cleveland County Center, 130 S. Post Road, Suite 1, Shelby, NC 28152. The County Extension Director or their designee shall act as agent on behalf of the Corporation.

#### ARTICLE IV

MEMBERS. The Corporation shall have three categories of members as set forth in its By-Laws. These are Producer/Vendor, Organization/Institution, and Individual.

#### ARTICLE V

PROVISIONS FOR DISSOLUTION OF ASSETS. In the event of dissolution or final liquidation of the Corporation, none of the property of the Corporation nor any proceeds thereof shall be distributed or divided among any of the directors, officers, or members of the Corporation or inure to the benefit of any other private person. After the liabilities and obligations of the corporation have been paid, satisfied, or discharged, or adequate provision made therefore, all remaining property and assets of the Corporation shall be distributed to one or more organizations that have established their tax exempt status under Section 501(C) of the Internal Revenue Code, or any amendment thereof or any governmental agency operated for the same purpose as the Corporation, as designated by the Board of Directors. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

#### ARTICLE VI

PRINCIPAL OFFICE. The principal office and mailing address of Foothills Farmers' Market is set forth as County Office Building, 130 S. Post Road, Suite 1, Shelby, NC 28152, located in the County of Cleveland, North Carolina.

#### ARTICLE VII

BOARD OF DIRECTORS. The Corporation's affairs will be managed by an elected Board of Directors as set forth in the By-Laws. The initial Board of Directors shall consist of thirteen (13) steering committee members who are to serve as the directors until the first annual meeting of the Board of Directors, or until their successors are elected and qualified. The initial directors are:

Ted Alexander, City of Shelby Mayor – Preservation NC, PO Box 207 Shelby, NC, 28151-0207  
Jo Boggs, Cleveland County Commissioner - PO Box 25, Fallston, NC, 28042  
Dr. Sandy Brenneman, Community building coach - 307 Belvedere Avenue, Shelby, NC, 28150  
Tim Crotts, Vendor representative - 1338 Belwood/Lawndale Road, Lawndale, NC, 28090  
Shannon Hovis, Dover Foundation YMCA - 411 Cherryville Road, Shelby, NC, 28150  
Loyd Lewis, Vendor representative - P.O. Box 173, Fallston, NC, 28042  
Wade Nichols, Uptown Shelby Association - P.O. Box 2042, Shelby, NC, 28151  
Daniel Shires, NC Cooperative Extension – 130 S. Post Road, Suite 1, Shelby, NC 28152  
Anne Short, Cleveland County Alliance for Health - 315 E. Grover Street, Shelby, NC, 28150  
Jackie Sibley, Cleveland County Tourism - 200 S. LaFayette Street, Shelby, NC, 28150  
Greg Traywick, NC Cooperative Extension - 130 S. Post Road, Suite 1, Shelby, NC 28152  
Christy Underwood, Vendor representative - 1316-1 W Stagecoach Trail, Lawndale, NC, 28090  
Johnny White, Harvest Works - 891 N Post Road, Shelby, NC, 28150

## ARTICLE VIII

LIMITED LIABILITY. To the fullest extent permitted by North Carolina law; no director or officer shall be personally liable to this Corporation, to its members or to third persons for money damages or other damages for acts or omissions or other duty as a director. Further, a director or other officer of this nonprofit Corporation shall have full immunity from civil liability to any person to the fullest extent allowed by North Carolina law. Subject to the other provisions of these Articles and the By-Laws, this Corporation shall indemnify its directors, officers, former directors and former officers to the fullest extent permitted under North Carolina law against all amounts of money paid by them, including but not limited to, costs, expenses, legal fees, judgments, fines and amounts paid in settlement which may be actually and reasonably incurred, rendered or levied in any threatened, pending or completed action, suit or proceeding brought against any of them for or on account of any action, or omission alleged to have been committed while acting within the scope of his/her duties as a director or officer of this Corporation. Whenever any such director or officer shall report to the president of this Corporation or to the Board of Directors of this Corporation that he/she has incurred or may incur such amounts, this Corporation shall, with a reasonable time thereafter, determine in a manner consistent with North Carolina law whether, in regard to the matter involved, such director or officer acted or failed to act in good faith, within the scope of his/her duties as a director or officer, and in a manner reasonably believed to be in or at least not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, that the director or officer had no reasonable cause to believe that his/her conduct was unlawful. If the Board of Directors determines that the officer or director meets this standard, indemnification shall be mandatory and shall automatically be extended as specified in this Article. This Corporation shall have the right to refuse indemnification in any instance in which the director or officer to whom indemnification would otherwise have been available, shall not offer this Corporation the opportunity, at the corporation's expense and through counsel of the corporation's choosing, to defend the director or officer in the action, suit or other proceeding.