



Toll Free: 877.767.3453 | Central Ohio: 614.466.3910

OhioSoS.gov | business@OhioSoS.gov

File online or for more information: OhioBusinessCentral.gov

Initial Articles of Incorporation
(Nonprofit, Domestic Corporation)
Filing Fee: \$99
(114-ARN)
Form Must Be Typed

First: Name of Corporation

Second: Location of Principal Office in Ohio

City State

County

Optional: Effective Date (MM/DD/YYYY) (The legal existence of the corporation begins upon the filing of the articles or on a later date specified that is not more than ninety days after filing.)

Third: Purpose for which corporation is formed

This corporation is organized exclusively for charitable, educational, and community purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The specific purpose is to operate a community farmers market for Hilliard, Ohio, supporting local farmers, artisans, and vendors, and providing fresh, locally produced goods to the public.

**** Note:** for Nonprofit Corporations: The Secretary of State does not grant tax exempt status. Filing with our office is not sufficient to obtain state or federal tax exemptions. Contact the Ohio Department of Taxation and the Internal Revenue Service to ensure that the nonprofit corporation secures the proper state and federal tax exemptions. These agencies may require that a purpose clause be provided. ******

**** Note:** ORC Chapter 1702 allows for additional provisions to be included in the Articles of Incorporation that are filed with this office. If including any of these additional provisions, please do so by including them in an attachment to this form. ******

Original Appointment of Statutory Agent

The undersigned, being at least a majority of the incorporators of

The Hilliard Farmers Market

(Name of Corporation)

hereby appoint the following to be Statutory Agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is:

BENOIT A. LEAS

(Name of Statutory Agent)

4815 LEAP CT

(Mailing Address)

HILLIARD

(Mailing City)

OH

(Mailing State)

43026

(Mailing ZIP Code)

Must be signed by
the incorporators or
a majority of the
incorporators.

BENOIT LEAS

(Signature)

(Signature)

(Signature)

Acceptance of Appointment

The Undersigned, BENOIT A. LEAS, named herein as the
(Name of Statutory Agent)

Statutory agent for The Hilliard Farmers Market
(Name of Corporation)

hereby acknowledges and accepts the appointment of statutory agent for said corporation.

Statutory Agent Signature BENOIT LEAS

(Individual Agent's Signature / Signature on Behalf of Business Serving as Agent)

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Articles and original appointment of agent must be signed by the incorporator(s).

BENOIT LEAS

Signature

By (if applicable)

Print Name

If the incorporator is a business entity, not an individual, then please print the entity name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print his/her name and title/authority in the "Print Name" box.

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name



The Hilliard Farmers Market Dissolution Clause

Upon dissolution of The Hilliard Farmers Market:

- All assets shall be distributed to one or more nonprofit organizations qualified under Section 501(c)(3) of the Internal Revenue Code.
- Nonprofit shall be determined by a majority vote of the Members. If the Members are unable to reach a majority agreement, then all remaining assets shall be distributed to the City of Hilliard, Ohio, for a public purpose.



Bylaws of The Hilliard Farmers Market

Mission and Governance Overview

The Hilliard Farmers Market is a local organization run for the benefit of the community, composed of *Board Members* and *Vendor Members*.

Membership

- *Board Members* - Consist of 2-5 individuals.
 - *President* and *Secretary*, with optional 1 *Treasurer* and up to 2 *Directors*.
- *Vendor Members* - All vendors are automatically enrolled as voting members.

Proposals

- *The President* alone can veto any proposal.
- A proposal receiving a $\frac{3}{4}$ majority vote shall be adopted.
- *The Board* can veto a proposal if all *Board Members* agree.
- *Vendor Members* can unanimously override any *Board/Presidential* veto.
- *Board Members* and *Vendor Members* can all make and vote on proposals.
- *The President* can be removed if *The Board* and all members vote unanimously.

Article I – Purpose

To run a community farmers market in Hilliard, Ohio, supporting local farmers, artisans, and vendors, and providing fresh, local goods.

Article II – Membership

All voting members are able to make and vote on all proposals.

Vendor Members are all vendors who have participated in the Market at least once in the past calendar year as/of date of vote. All vendors are automatically registered as voting members.

Board Members are elected through adopted proposals to oversee operations and finances.

Article III – Board of Directors

- Size: 2–5 members (must include President and Secretary).
- Duties: regular meetings, represent the Market, keep records, certify votes...
- Term: One year, re-election allowed.

Article IV – Checks and Balances

1. All Members can make and vote on proposals.
2. Board veto: Requires unanimous Board agreement.
3. President veto: May stop any decision alone.
4. Member override: Non-Board members may unanimously override any Board veto.
5. Removal of President: Requires unanimous vote of both the Board and all members.

Article V – Finances

Fiscal year: January 1–December 31.

An EIN and bank account will be maintained by *The Board/Treasurer* with all funds going to Market operations. *The Board* holds ultimate fiduciary responsibility for the Market.

If dissolved, any funds go to a nonprofit chosen by member vote or default to the City of Hilliard.

Article VI – Amendments

Bylaws may be changed by $\frac{3}{4}$ majority member vote, except veto and removal rules, which require unanimity of Board and members.

Diagram – Checks & Balances

Members <---propose/vote---> Board (2–5 members)

President: can veto alone, but can only be removed if BOTH Board + Vendor members vote unanimously.

