

REQUEST FOR BOARD ACTION

HENDERSON COUNTY

BOARD OF COMMISSIONERS

MEETING DATE: 7 February 2011

SUBJECT: Articles of Incorporation for agriculture economic development organization

ATTACHMENT(S): Draft Articles of Incorporation

SUMMARY OF REQUEST:

Attached are draft Articles of Incorporation for the agriculture economic development organization. You may wish to consider both the number of directors you want to have, and the composition of the board.

County staff will present further information on this matter.

BOARD ACTION REQUESTED:

Approval of the Articles, after consideration of the composition of the Board of Directors of the corporation.

If the Board is so inclined, the following motion is suggested:

I move that the Board approve of the Articles of Incorporation as submitted, with a Board of Directors for the corporation consisting of

the number of directors and makeup of the board shown in the draft attached to this agenda item.

OR

_____ directors, made up as follows: [list positions]

State of North Carolina
Department of the Secretary of State

ARTICLES OF INCORPORATION
NONPROFIT CORPORATION

Pursuant to §55A-2-02 of the General Statutes of North Carolina, the undersigned corporation does hereby submit these Articles of Incorporation for the purpose of forming a nonprofit corporation.

1. The name of the corporation is The Henderson County Agriculture Development and Assistance Corporation.
2. _____ (Check only if applicable.) The corporation is a charitable or religious corporation as defined in NCGS §55A-1-40(4).
3. The street address and county of the initial registered office of the corporation is:
Number and Street: 1 Historic Courthouse Square, Suite 1
City, State, Zip Code: Hendersonville, NC 28792 County: Henderson
4. The mailing address *if different from the street address* of the initial registered office is:
n/a
5. The name of the initial registered agent is:
Steve Wyatt
6. The name and address of each incorporator is as follows:
Charles Russell Burrell
Office of the County Attorney for Henderson County
1 Historic Courthouse Square, Suite 5
Hendersonville, NC 28792
7. (Check either a or b below.)
a. ___ The corporation will have members.
b. X The corporation will not have members.
8. Attached are provisions regarding the distribution of the corporation's assets upon its dissolution.
9. Any other provisions which the corporation elects to include are attached.
10. The street address and county of the principal office of the corporation is:
Number and Street: 330 North King Street, Suite 2
City, State, Zip Code: Hendersonville, NC 28792 County: Henderson
11. The mailing address *if different from the street address* of the principal office is:
n/a

12. These articles will be effective upon filing.

13. Prohibited Activities: No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, 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 purposes set forth in these articles of incorporation. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Code.

14. Distributions Upon Dissolution: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively to the County of Henderson, North Carolina, to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located to such government for such purposes.

15. Board of Directors: There shall be eleven (11) directors of the corporation, who shall be elected by the Board of Commissioners of Henderson County on the basis set forth in the attached Exhibit A, which is incorporated herein by reference.

16. Modification. These Articles can only be modified by vote of the Board of Commissioners of Henderson County.

This is the ____ day of _____, 20 ____.

Signature of Incorporator

CHARLES RUSSELL BURRELL, Incorporator

EXHIBIT A – Board of Directors

Number: There shall be eleven (11) directors of the corporation, all of whom shall reside within Henderson County.

Election: The directors of the corporation shall be elected by the Board of Commissioners of Henderson County.

Seats: The directors of the corporation shall hold designated seats, with such designations denoting both the category of eligibility from which each director is elected, and the term of each director. The designations are as follows:

SEAT	ELIGIBILITY	INITIAL TERM – BEGINNING ON OR AFTER 7/1/2011
1	Employment in banking industry in Henderson County	Up to 1 year, ending 6/30/2012
2	Employment in an agriculture supply (retail) business in Henderson County	Up to 2 years, ending 6/30/2013
3	Official of municipality within Henderson County	Up to 3 years, ending 6/30/2014
4	Employment in an agriculture equipment dealer business in Henderson County	Up to 1 year, ending 6/30/2012
5	Employment in commercial agriculture	Up to 2 years, ending 6/30/2013
6	Employment in commercial horticulture	Up to 3 years, ending 6/30/2014
7	Employment in insurance industry in Henderson County	Up to 1 year, ending 6/30/2012
8	Employment in livestock production in Henderson County	Up to 2 years, ending 6/30/2013
9	Employed by or member of board of Henderson County Partnership for Economic Development	Up to 3 years, ending 6/30/2014
10	Member of the Henderson County Agriculture Advisory Committee	Up to 1 year, ending 6/30/2012
11	Citizen residing in Henderson County	Up to 2 years, ending 6/30/2013

Term: Each director’s term after the initial term set forth above shall be three (3) years. All terms shall end on the 30 day of June of the year in which it ends.

Succession: Each director may serve a maximum of two (2) consecutive terms, not including the initial term.

Responsibilities of the Board: The board of directors of the corporation shall have the following responsibilities, in addition to the other duties of such a board in a North Carolina non-profit corporation:

1. Electing a chair and a vice chair from its membership.
2. Selecting and employing a president/ chief executive officer.

Exhibit A to Articles of Incorporation
Henderson County Agriculture Development and Assistance Corporation

3. Establishing and maintaining the corporation's status under Section 501(c)(6) of the Internal Revenue Code of the United States of America, or succeeding similar statutory provisions.
4. Adopting and enforcing by-laws not inconsistent with the Articles of Incorporation and any Amendments thereto.
5. Filing a written report summarizing the activities of the Corporation with the Board of Commissioners of Henderson County on a monthly basis.

Ex officio Status of Henderson County Commissioners: Any commissioner or commissioners selected by the Board of Commissioners of Henderson County may sit as a non-voting member of the board of directors. However, should a sufficient number of Commissioners attend a board meeting such that the "Open Meetings" provisions of North Carolina's General Statutes apply, such provisions shall be fully honored.