

Agenda Item #:

4B-1

PALM BEACH COUNTY
BOARD OF COUNTY COMMISSIONERS
AGENDA ITEM SUMMARY

Meeting Date: May 6, 2014 ☐ Consent ☒ Regular
☐ Public Hearing

Department

Submitted By: COUNTY ATTORNEY

Submitted For:

I. EXECUTIVE BRIEF

Motion and Title: Staff recommends motion to: approve the charter of the Southeast Florida Public Market Fair Association, Inc. (the "Public Market Fair Association").

Summary: Section 616.03, Florida Statutes, requires that the proposed charter of the Public Market Fair Association (Attachment 1) must be approved by the Board of County Commissioners before the final approval of the Public Market Fair Association's charter by a circuit court judge. The proposed Public Market Fair Association's charter has been approved by the Florida Department of Agriculture and Consumer Services. (Attachment 2). The Public Market Fair Association will serve as a forum for farmers, growers, artisans, merchants, craftsmen and other local vendors to sell fresh produce, prepared foods, handmade crafts and other foods and products. The Public Market Fair Association will also offer entertainment and other cultural activities. It is anticipated that the Public Market Fair Association's annual event will be held in May the Memorial Day holiday weekend, which will not interfere with or detract from the South Florida Fair which takes place in January-February of each year. Countywide (PFK)

Background and Policy Issues: The Board must approve the Public Market Fair Association's proposed charter before that charter may proceed to final circuit court approval.

Attachments:

1. Charter of the Southeast Florida Public Market Fair Association, Inc.
2. July 24, 2013 Letter from Florida Department of Agriculture and Consumer Services

Recommended by:


County Attorney


Date

Approved by:

N/A

Date

II. FISCAL IMPACT ANALYSIS

A. Five Year Summary of Fiscal Impact:

Fiscal Years	2014	2015	2016	2017	2018
Capital Expenditures	_____	_____	_____	_____	_____
Operating Costs	_____	_____	_____	_____	_____
External Revenues	_____	_____	_____	_____	_____
Program Income (County)	_____	_____	_____	_____	_____
In-Kind Match (County)	_____	_____	_____	_____	_____
**NET FISCAL IMPACT	<u>-0-*</u>	_____	_____	_____	_____
# ADDITIONAL FTE POSITIONS (Cumulative)	_____	_____	_____	_____	_____

Is Item Included in Current Budget? Yes _____ No _____

Budget Account No.: Fund _____ Department _____ Unit _____ Object _____


Reporting Category _____


B. Recommended Sources of Funds/Summary of Fiscal Impact:

C. Departmental Fiscal Review: **NO FISCAL IMPACT.

III. REVIEW COMMENTS

A. OFMB Fiscal and/or Contract Development and Control Comments:


 OFMB
 3/31/14


 Contract Development and Control
 5-3-14

B. Legal Sufficiency:


 3/27/14
 Assistant County Attorney

C. Other Department Review:

Department Director

THIS SUMMARY IS NOT TO BE USED AS A BASIS FOR PAYMENT.

Southeast Florida Public Market Fair Association, Inc.
(Established in 2013)

Charter

We the undersigned do hereby associate ourselves together for the purpose of being incorporated and enacting a corporation, not-for-profit, under and in compliance with the Laws of the State of Florida and hereby propose the following Charter to establish a Public Fair within the county of Palm Beach, Florida.

Article I

The Name of this corporation shall be the SOUTHEAST FLORIDA PUBLIC MARKET FAIR ASSOCIATION, INC., and the principle office of said corporation shall be in the County of Palm Beach, State of Florida. And here after referred to as the Association and/ or SFPMPFA, Inc., within the remainder of this document.

Article II

The General nature of the objectives and powers of this Association, as well as the sole purpose of the SFPMPFA, shall be to hold, conduct and operate a public fair and exposition, including the annual fair, for the benefit and development of the educational, agricultural, horticultural, livestock, charitable, historical, civic, cultural, scientific, and other resources of State, District, County and Community the SFPMPFA serves at any times, or from time to time and to that end therefore. For this purpose, the SFPMPFA may:

- a) Buy, sell, purchase, hold, improve, mortgage, lease and otherwise acquire, own, exchange or dispose of, control, manage, and handle real and personal property of every kind; nature and description.
- b) Erect buildings and improvements of various kinds thereon and to develop the same for the purposes of this Association.
- c) Charge or receive compensation for admission to such Fair, Show and Expositions as to be held on said grounds.
- d) Sale and rental of space for exhibit or other privileges.
- e) Conduct and hold public meetings; to supervise and conduct lectures and demonstration work in connection with, or for the improvement of Agriculture, Aquaculture, Horticulture, Stock Raising and Poultry Raising and all kinds of Farming and matters connected therewith.
- f) Hold exhibits of agricultural and horticultural products and livestock, poultry, equine, and other domestic animals.

- g) Provide facilities for exhibits, concessions, industrial exhibitions, public gatherings, cultural activities, entertainment events, recreational vehicle parking, auctions, trade shows, concerts, and other functions that the association determines will enhance the educational, physical, economic, and cultural interests of the public; and generally do, perform, and carry out all matters, acts, and business usual or proper in connection with public fairs and expositions.
- h) Sue or be sued; to contract and be contracted with; to borrow funds and secure the same by mortgages, stocks, bonds or other evidences of indebtedness.
- i) Convey property, real or personal, to any extent that may be deemed advisable in its discretion from time to time for maintaining and advancing the non-dividend objects of the Association.
- j) Promote the progress and stimulate the public interest in the advantages and the development of the geographical area SFPMFA represents and serves.
- k) Give certificates or diplomas of Excellence, awards, and/or trophies.

Article III

The qualifications and terms of Membership in the Association shall be as follows:

- a) Any reputable person of the age of 18 years or older, who is a resident of Palm Beach county or a resident of any adjoining county, shall be qualified to become a Member of the Association by payment of annual dues or membership, to be fixed within the By-Laws of the Association, and will remain a member in good standing of said Association as long as said person pays all dues and assessments properly levied and assessed by said Association.
- b) Any reputable Business or Corporation that resides within the Public Market borders, the Owner of this business shall qualify as a Member of the Association by payment of annual dues or membership, to be fixed within the By-Laws of the Association, and will remain a member in good standing of said Association as long as said person pays all dues and assessments properly levied and assessed by said Association.

Article IV

The term of existence of this Association shall be in perpetuity; or until the Governing Board of the SFPMFA, or the State of Florida does dissolve said Association.

Article V

The names of the subscribers that reside in Palm Beach County and are registered electors, are as follows: (See attached list)

Article VI

The affairs of this Association shall be managed, handled and conducted by the Executive Board, which will consist of the President, First-Vice-President, the Past-President or President-elect, Secretary, Treasurer, Deputy-treasurer, and a member of the Board of Directors.

- a) These offices will be voted on by the Association's membership at the Annual General meeting. (Only current paid Members in good standing will be eligible for these posts)
- b) The number of members to sit on the Board of Directors shall be set by the By-Laws of the Association, and voted on by the General Membership of the Association.
- c) The Annual Meeting will be held within 90 days of the close of the Public Fair.
- d) The date, place and time of the Annual General Meeting shall be set and announced to all paid members of the Association. This being done via mass mailing, electronic mail and/or published in the Newspapers within the County, or all the above.
- e) The purpose of the Annual General Meeting will be:
 1. To elect Executive Offices and a Board of Directors
 2. To establish a set of By-laws for the Association or to make any amendments to said By-laws.
 3. To establish policy and procedure for the Association, in any and all aspects.
 4. To establish committees for the carrying out of all functions of the Association

Article VII

The names of the Current Founding Executive Officers and Executive Board are as follows:

President	Shelby L. Lowe
Vice-President	Edgar Smith
Treasurer	Willis Williams
Deputy Treasurer	Rachel Catalan
Secretary	Arnette Lawrence

The first Charter Officers and Board of Directors will be elected at the first Annual General Meeting as stated in Article VI (a).

The Board of Directors shall have representation from the following areas:

- a) At least one member from the County School District that are members of or Advisors for the FFA or 4-H
- b) At least one County Extension agent
- c) At least one County Commissioner

The remaining Board members and Executive Officers shall be elected from the General membership within the Association.

Article VIII

Upon approval of this Charter, a date, place and time will be set and published as stated in Article VI for the first Annual General meeting of the Association.

- a) A review of the proposed By-Laws or drafting of new By-Laws and voting on all Articles of the By-laws of the Association shall take place
- b) The By-Laws shall be passed by a majority vote of the membership at this meeting
- c) Said By-laws shall be published and made available to all Members of the Association.
 1. A date, place and time for a special meeting of the Association, may be set for review and or amendments to said By-Laws
 2. The meeting shall be published so all members may attend to give opinions and or recommendations.

Article IX

The Highest amount of indebtedness that the Association shall carry at this time shall not be more than FIFTY THOUSAND DOLLARS (\$50,000.00)

Article X

The purpose for which the SOUTHEAST FLORIDA PUBLIC MARKET FAIR ASSOCIATION, Inc., is organized is exclusively charitable, scientific, literary and educational within the meaning of Section 501-C-3 of the Internal Revenue Code.

Article XI

Notwithstanding any other provision of these Articles, this Association shall NOT carry on ANY activities not permitted by an organization exempt from Federal Income Tax, under Section 501-C-3 of the Internal Revenue Code.

Article XII

Upon dissolution of this Association, any and all assets shall be liquidated, for one or more exempt purposes within the meaning of Section 501-C-3 of the Internal Revenue Code, or shall be distributed to the Federal, or State Government for the purpose of furthering the education of all areas related to Agriculture.

Any Assets not disposed of shall be disposed of by the Court of Common Pleas of the County in which the principle office of the Association is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

The foregoing proposed Charter is here-by duly adopted:

President	Shelby L. Lowe	<u>Shelby L. Lowe</u>	Date <u>7/1/13</u>
Vice-President	Edgar Smith	<u>Edgar Smith</u>	Date <u>7/1/13</u>
Treasurer	Willis Williams	<u>Willis Williams</u>	Date <u>7/6/13</u>
Deputy Treasurer	Rachel Catalan	<u>Rachel Catalan</u>	Date <u>7/6/13</u>
Secretary	Arnette Lawrence	<u>Arnette Lawrence</u>	Date <u>7/6/13</u>

Witnessed and Notarized by:

Faythe A. Clemmons

Date 7-6-13



FAYTHE A. CLEMMONS
MY COMMISSION # EE 135678
EXPIRES: October 4, 2015
Bonded thru Budget Notary Services

State of Florida
County of Palm Beach

SOUTHEAST FLORIDA PUBLIC MARKET FAIR CHARTER SUBSCRIBERS AND FOUNDING MEMBERS

<u>Name</u>	<u>Address</u>	<u>City</u>	<u>Zip</u>
Angela Shannon	1078 W. 25th Street	Riviera Beach	33404
Annette Bass	130 E. 22nd Court	Riviera Beach	33404
Annie Ruth Cooper	4117 Heath Circle S.	West Palm Beach	33407
Anthony Phillips	990 Woodbine Way #914	Riviera Beach	33404
Arnette P. Lawrence	355 Evergreen Drive	Lake Park	33403
Barbara Green	1331 W. 2nd Street	Riviera Beach	33404
Betty Martin	1630 W. 11th Street	Riviera Beach	33404
Cesar Williams	193 W. 15th Street #1	Riviera Beach	33404
Cecilia Martinez	1580 W. 34th Street	Riviera Beach	33404
Denisse Savinon	1580 W. 14th Street	Riviera Beach	33404
Edgar Smith	604 Cashiers Drive	West Palm Beach	33413
Eldrige Banks	1771 W. Community Drive	Jupiter	33458
Emanuel Ridgeway	5446 Oak Branch Drive	Lake Worth	33463
Francis Carswell	193 W. 15th Street #2	Riviera Beach	33404
Gladys Johnson	1317 W. 10th Street	Riviera Beach	33404
Gussie Lawrence	717 Kalmia Drive	Lake Park	33403
Henrick Young	358 W. 14th Street	Riviera Beach	33404
Jacarra Russ	100 Champions Run	Riviera Beach	33404
Jackie Hughes	255 Fall Circle	Palm Beach Gardens	33410
Jennifer Dennis	1262 W. 34th Street	Riviera Beach	33404
John Brown	115 W. Tiffany Drive Apt. 1	Mangonia Park	33407
John Keith Courtway	220 Shore Drive	Riviera Beach	33404
John Russ	100 Champions Run	Riviera Beach	33404
Johnathan Russ	100 Champions Run	Riviera Beach	33404
Joshua White	620 Cashiers Drive	West Palm Beach	33413
Justin Russ	100 Champions Run	Riviera Beach	33404
Ken Bowers	2109 Pinewood Drive	West Palm Beach	33407
Lareisha Cochran	100 Champions Run	Riviera Beach	33404
Marie Antoinette Jean Pierre	1901 Broadway	Riviera Beach	33404
Nadiezhdha Martinez	5199 Palmbrook Circle	West Palm Beach	33417
Patricia Lowe Hunt	721 Veneto Drive Apt. 304	Lake Park	33403

SOUTHEAST FLORIDA PUBLIC MARKET FAIR CHARTER SUBSCRIBERS AND FOUNDING MEMBERS

Rachel Catalan	761 W. Ilex Drive	Lake Park	33403
Ravon Cooper	4117 Heath Circle S.	West Palm Beach	33407
Renee Dozier	1026 S. Mangonia Drive	West Palm Beach	33401
Ruby Williams	193 W. 15th Street #1	Riviera Beach	33404
Ruth Crosbie	5456 Berry Blossom Way E.	West Palm Beach	33415
Shelby L. Lowe	929 Orange Drive	Lake Park	33403
Shirley Russ	100 Champions Run	Riviera Beach	33404
Tamika Franklin	4635 Portofino Way #102	West Palm Beach	33401
Taronce Graham	2154 Oakmont Drive	Riviera Beach	33404
Theresa Shannon	1262 W. 34th Street	Riviera Beach	33404
Tim DeLosh	220 Lake Drive #204	Palm Beach Shores	33404
Vernita Cooper	4117 Heath Circle S.	West Palm Beach	33407
Willis Williams, Sr.	138 E. 22nd Court	Riviera Beach	33404



FLORIDA DEPARTMENT OF AGRICULTURE AND CONSUMER SERVICES
COMMISSIONER ADAM H. PUTNAM

July 24, 2013

Mr. Shelby L. Lowe
Southeast Florida Public Market Fair
929 Orange Drive
Lake Park, Florida 33403

Dear Mr. Lowe,

Enclosed please find the Endorsement of Charter of the Southeast Florida Public Market Fair Association, Inc.

According to Florida Statutes 616.01 and 616.02, your documents appear to be in order and the Florida Department of Agriculture and Consumer Services hereby approves the proposed charter as submitted. When you have completed the approval process as outlined in 616.03 please send charter and decree to my attention at the above address. I have also included the 616.03 language for your use.

If I may be of further assistance, please do not hesitate to contact me. Thank you.

Sincerely,

A handwritten signature in cursive script, appearing to read "Carl Penn".

Carl Penn
Fairs and Expositions

Enclosures

ENDORSEMENT OF APPROVAL OF CHARTER

SOUTHEAST FLORIDA PUBLIC MARKET FAIR ASSOCIATION, INC.

THE ABOVE and foregoing instrument having been duly presented to the Florida Department of Agriculture and Consumer Services, Division of Marketing and Development, Fair and Expositions, and the same having been found to be in proper form and for an object authorized by Chapter 616, Florida Statutes, it is hereby approved in accordance with the provisions of said statute.

DATED IN THE offices of Division of Marketing and Development, at Tallahassee, Florida, this 24th day of July, 2013.



Carl Penn, Fairs and Expositions

STATE OF FLORIDA
COUNTY OF LEON

I certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Carl Penn, Division of Marketing and Development, Fairs and Expositions, to me known to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 24th day of July, 2013.

NOTARY PUBLIC

SEAL

My Commission expires:

