

Nederland Farmers Market

Articles of Incorporation

Article I: Identification

The name of the organization shall be The Nederland Farmers Market, herein referred to as The Market.

We operate markets within the Town of Nederland that encompass small businesses, farms, artists, cottage foods producers, and more within, but not limited to, the local mountain community of Nederland, Gilpin, and unincorporated Boulder County.

Article II: Duration

The duration of The Market is perpetual.

Article III: Objectives and Purpose

Section 1: Mission Statement

The purpose of The Market is to operate farmers and artisanal market in Nederland, CO. Our mission is to build a market to be a profitable outlet for local business and agriculture, a valuable source of fresh and healthy foods for consumers, a valuable resource for community information and building social capital, and a profitable venue to support sustainable business.

Section 2: Goals & Objectives

To achieve the mission, The Market shall do the following:

- a. Establish and operate a farmers and artisanal market for the purpose of furnishing a facility for sales of Nederland, Boulder County, Gilpin County and other local fresh foods, horticulture products, and crafted goods.
- b. Work with local businesses and organizations to provide fresh food to low-income and in-need families including, but not limited to, the Nederland Food Pantry and Boulder County Family Services.
- c. Conduct research necessary to further the development of The Market.

Section 3: Purpose

The Market is organized exclusively for public benefit purposes as a not-for-profit association, operating exclusively for education and charitable purposes within the meaning of IRS code Section 501(c)3, any applicable future Federal Tax Code Law, and Colorado State Laws. The activities shall be conducted in such a manner that no part of its net earnings will financially benefit any member, director, officer, or individual.

Article IV: Membership

Section 1: Eligibility & Demographic

Any person interested in and who supports the purpose and objectives of The Market, and who lives within the broad vicinity of the Nederland mountain community, shall be eligible for membership, which the benefit is ability to cast a vote.

Section 2: Dues

Each member will be assessed on the last meeting of the month, for all hours in the previous 30/31 days, dues of no less than 4 hours volunteer time towards market organization, promotion, or development. This means that any "member" can be a voting member; but doesn't have to hold a board or committee position.

Article V: Board of Directors

Section 1: Elections

Elections will be held at the annual meeting to elect the Board of Directors. All active members are eligible to vote and run for office. Voting is done by secret ballot. Election outcomes are decided by majority rule.

Section 2: Officers & Terms

The board will consist of five members. The following positions will be elected annually and may not serve more than six consecutive one-year terms in the same office; terms start January 1 and run to December 31 (or "term runs from elected month for one year"/"Term ends one year from start month"): President, Vice President, Secretary, Community Liaison, Vendor Liaison. The Market Board duties shall be explained in The Market's Bylaws.

Article VI: Non-Profit Nature

Section 1: Organization

The Market is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under IRS Code Section 501(c)3. The Market shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under IRS Code Section 501(c)3, or (b) by an organization, contributions to which are deductible under IRS Code Section 170(C)2.

Section 2: Purpose

The Market is not organized and shall not be operated, for the private gain of any person. The property of The Market is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of The Market shall inure to the benefit of, or be distributed to any individual. The Market may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles and The Market's Bylaws.

Section 3: Personal Liability

No officer or director of The Market shall be personally liable for the debts or obligations of The Market of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of The Market.

Section 4: Dissolution

Upon consideration of dissolution, the members of the Nederland Farmers Market agree to the following procedure: The Market shall be terminated and dissolved by a two-thirds vote of the membership in favor of dissolution and termination of The Market. Upon dissolution and termination of The Market, financial resources will be disbursed in the following priority order:

1. To the payment of the debts and liabilities of the Nederland Farmers Market; non-cash assets may be sold to meet debts.
2. The remaining balance of funds shall be distributed to the Nederland Food Pantry, and if not needed at that organization, to the local low-income resources for families.
3. Any non-cash assets shall be distributed to the Nederland Food Pantry, and if not needed at that organization, to the Town of Nederland.

Each of the members of the Nederland Farmers Market will be provided a statement prepared by the Board outlining the assets, liabilities, and the distribution of all funds to charitable and/or governmental institutions upon complete liquidation. Upon compliance with these terms and the distribution of funds, the Nederland Farmers Market will be officially terminated.

Section 5: Prohibited Distributions

No part of the net earnings or properties of The Market, upon dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private person. The Market may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles and The Market's Bylaws.

Section 6: Restricted Activities

No substantial part of The Market's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Market shall not participate or intervene, including the publishing or distribution of statements, in any political campaign on behalf of or in opposition to any candidate for public office.

Section 7: Prohibited Activities

Notwithstanding any other provision of these Articles or The Market Bylaws, The Market shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal income tax as an organization described by IRS Code Section 501(c)3, or (b) by an organization, contributions to which are deductible under IRS Code Section 170(c)2.

Article VII: Amendments

The bylaws may be amended at any meeting of The Market by a two-thirds vote of the members present, provided due notice of such proposed amendments be mailed or emailed by the Secretary to the entire membership not less than thirty days prior to the said meeting.

Article VIII: Addresses of The Market

The Physical Address of The Market is:

200 East St Nederland, CO 80466

The Mailing Address of The Market is:

PO Box 1079 Nederland CO, 80466

Article IX: Appointment of Registered Agent:

The registered agent of The Market shall be:

Melody Baumhover

PO Box 1079

24 Wildwood

Nederland CO 80466

I, Melody Baumhover, agree to be the registered agent for The Marker as appointed herein.

Registered Agent Signature: _____ Date: _____

Article X: Incorporating Members

The incorporators of The Market are as follow:

- 1) Melody Baumhover
24 Wildewood
PO Box 1079
Nederland, CO 80466
- 2) Kipp Nash
1709 Ridge Road
Nederland, CO 80466
- 3) Laraina James
3727 Gamble Gulch Road
Blackhawk, CO 80422
PO Box 243
Nederland, CO 80466
- 4) Kelly Delia
22 Sundown Trail
PO Box 1060
Nederland, CO 80466
- 5) Camille Thorson
1165 Cold Springs Dr.
PO Box 1000
Nederland, CO 80466

CERTIFICATION OF THE ADOPTION OF THE NEDERLAND FARMERS MARKET ARTICLES OF INCORPORATION

We, the undersigned, do hereby certify that the above state Article of Incorporation of The Nederland Farmers Market were approved by the Board of Directors on April 16, 2018 and constitute a complete copy of Articles of Incorporation of the Nederland Farmers Market.

Signed:

Melody Baumhover:_____

Kipp Nash:_____

Laraina James:_____

Kelly Delia:_____

Camille Thorson:_____