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OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

W04-30432
J. BRYAN AUG 10 2004

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COPILEVITZ & CANTER, LLC

ATTORNEYS AT LAW

423 W. EIGHTH STREET
SUITE 400
KANSAS CITY, MISSOURI 64105
(816) 472-9000 • FAX (816) 472-5000
EMAIL copcankc@cckc-law.com

August 6, 2004

Registration Section
Corporations Division
PO Box 6327
Tallahassee, FL 32314

Re: America's Second Harvest

Dear Sir/Madam:

Enclosed is the completed Application by Foreign Not For Profit Corporation For Authorization to Conduct its Affairs in Florida. I have enclosed a check in the amount of \$78.75 to cover the cost of this filing.

Thank you in advance for your prompt attention to this matter. Should you have any questions or comments regarding the above, feel free to contact me.

Very truly yours,



Heather Thomas
Paralegal
For the Firm

Enclosure

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CORPORATIONS
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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2004 AUG 13 PM 3:05
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: America's Second Harvest
(Name of Corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Heather Thomas
(Name of Person)

Copilevitz and Canter
(Firm/Company)

423 W. 8th Street, Suite 400
(Address)

Kansas City, MO 64105
(City/State and Zip Code)

For further information concerning this matter, please call:

Heather Thomas at (816) 472-9000
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

August 10, 2004

HEATHER THOMAS, PARALEGAL
COPILEVITZ & CANTER, LLC
423 W. EIGHTH STREET, STE 400
KANSAS CITY, MO 64105

SUBJECT: AMERICA'S SECOND HARVEST
Ref. Number: W04000030432

We have received your document for AMERICA'S SECOND HARVEST and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

The entity's date of incorporation/organization must be listed in the document.

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 204A00049544

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. America's Second Harvest, Inc.
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. Arizona 3. 36-3673599
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/19/1988 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)
7. 35 East Wacker Drive, Suite 2000, Chicago, IL 60601-2200
(Principal office address)
- Same as above
(Current mailing address)

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8. See Attached
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip Code)

10. Registered Agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

by: Margaret Pite, Asst. Secretary
(Registered Agent's signature)

11. Attached is a Certificate of Existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See Attached List

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. President, CEO

(Typed or printed name and capacity of person signing application)

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2004 AUG 13 PM 3:05
CORPORATIONS
TALLAHASSEE, FLORIDA



America's Second Harvest
Ending Hunger

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UNIVERSITY CORPORATIONS
TALLAHASSEE, FLORIDA

Board of Directors

- Judy Carter** • Chair • Executive Director, Capital Area Food Bank of Texas • 8201 S. Congress Avenue • Austin, TX • 78745
- Robert Forney** • President • America's Second Harvest • 35 East Wacker Drive, Suite 2000 • Chicago, IL • 60601
- Doris Christopher** • Founder & Chairman, The Pampered Chef, Ltd. • One Pampered Chef Lane • Addison, IL • 60101
- Peter Dunn** • President, Steak-n-Shake Company • 30 S. Pennsylvania Street • Indianapolis, IN • 46204
- Julia Erickson** • Executive Director, City Harvest, Inc. • 575 8th Avenue, 4th Floor • New York, NY • 10018
- Michael Flood** • Executive Director, Los Angeles Regional Foodbank • 1734 E. 41st Street • Los Angeles • CA • 90058
- Mary Anne Gale** • Procter & Gamble Company, Global Supply Chain Manager • 1 Procter & Gamble Plaza • Cincinnati, OH • 45202
- Dan Glickman** • Director, John F. Kennedy School of Government, Institute of Politics • 79 J.F. Kennedy Drive • Cambridge, MA • 02138
- Anne Goodman** • Executive Director, Cleveland Foodbank, Inc. • 1557 East 27th Street • Cleveland, OH • 44114
- Lynn Marmer** • Group Vice President, The Kroger Company • 1014 Vine Street • Cincinnati, OH • 45202
- Al Meyer** • Corporate Workforce Planning Manager, UPS • 55 Glenlake Pkwy, NE • Atlanta, GA • 30328
- C. Manly Molpus** • President & CEO, Grocery Manufacturers of America • 2401 Pennsylvania Ave. NW 2nd Fl. • Washington, DC • 20007
- Lynn Phares** • President, ConAgra Feeding Children Better Foundation • c/o 13902 El Socorro Loop • Corpus Christi, TX • 78418
- Joyce Rothermel** • Executive Director, Greater Pittsburgh Community Food Bank • One North Linden • Duquesne, PA • 15110
- William A. Rudnick** • Piper Rudnick • 203 N. LaSalle Street, #1800 • Chicago, IL • 60601
- Thomas J. Ryan** • Senior VP-Law and General Counsel • Quaker Food & Beverages • 555 W. Monroe, 16-07 • Chicago, IL • 60661
- Lekha Singh** • Chief Executive Officer, Aidmatrix • 11701 Luna Road, Suite 1112 • Dallas, TX • 75234
- Diana Scott Wynne** • 4448 Longfellow Drive • Plano, TX • 75093

Officers

- Roberta Lane** • Treasurer • America's Second Harvest • 35 East Wacker Drive, Suite 2000 • Chicago, IL • 60601
- Sandra L. Hensley** • Secretary • America's Second Harvest • 35 East Wacker Drive, Suite 2000 • Chicago, IL • 60601
- William L. Rawson** • General Counsel • Piper Rudnick, Partner • 203 N. LaSalle Street, #1800 • Chicago, IL • 60601

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

CERTIFICATE OF GOOD STANDING

To all to whom these presents shall come, greeting:

I, Brian C. McNeil, Executive Secretary of the Arizona Corporation Commission, do hereby certify that

*****AMERICA'S SECOND HARVEST*****

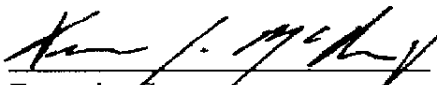
a domestic nonprofit corporation organized under the laws of the State of Arizona, did incorporate on December 19, 1988.

I further certify that according to the records of the Arizona Corporation Commission, as of the date set forth hereunder, the said corporation is not administratively dissolved for failure to comply with the provisions of the Arizona Nonprofit Corporation Act; that its most recent Annual Report, subject to the provisions of A.R.S. sections 10-3122, 10-3123, 10-3125, & 10-11622, has been delivered to the Arizona Corporation Commission for filing; and that the said corporation has not filed Articles of Dissolution as of the date of this certificate.

This certificate relates only to the legal existence of the above named entity as of the date issued. This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's condition or business activities and practices.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this 27th Day of July, 2004, A. D.




Executive Secretary

By 