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Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

Helping Hands Food  
General 6717-1

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FLORIDA NON-PROFIT CORPORATION

HELPING HANDS FOOD, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
HELPING HANDS FOOD, INC.**

The undersigned, being of legal age and competent to contract, for the purpose of organizing a not for profit corporation pursuant to Chapter 617 of the laws of the State of Florida, hereby adopts the following Articles of Incorporation, and hereby agrees and certifies as follows:

ARTICLE I  
NAME

The name of the Corporation shall be HELPING HANDS FOOD, INC., whose principal office and mailing address shall be located at 2055 Mercy Drive, Orlando, Florida 32808-5629.

ARTICLE II  
COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 617.0203(1), Fla. Stat., the corporation's corporate existence shall be deemed to have commenced at 12:01 a.m. on the date on which these Articles of Incorporation are filed by the Department of State.

ARTICLE III  
PURPOSES

(a) This Corporation is created to devote and apply its funds for charitable, religious, educational and scientific purposes, either directly or indirectly by contributions to organizations duly authorized to carry on such activities and which have established their tax exempt status under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or replaced from time to time (the "Code") and its regulations as they now exist or may hereafter be amended, and the property, assets, profits and net income of this Corporation are irrevocably dedicated to such purpose.

(b) The specific purpose of this Corporation shall be to provide community food services serving the Tampa-St. Petersburg area. The organization provides food services to other local nonprofit entities maintained in and around Dr. Martin Luther King Street South section of the Tampa-St. Petersburg area and other welfare recipients residing in this area. The organization also plans to be a distribution center of food products for government programs (such as WIC and FEMA).

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ARTICLE IV  
GENERAL POWERS

This Corporation shall have all of the powers enumerated for corporations in the Florida Not For Profit Corporation Act, as it now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

ARTICLE V  
PROHIBITED ACTIVITIES

The Corporation shall not allow any expenditure of any part of the net earnings of the Corporation to inure to the benefit of any member, director or officer of the Corporation, (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), nor shall any member, director or officer of the Corporation, or any private individual, be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation, or shall a substantial part of the activities of the Corporation be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene (including the publication and distribution of statements) in the political campaign on behalf of any candidate for public office. If at any time the Corporation is deemed to be a Private Foundation as defined by Section 509 of the Code, then for so long as the Corporation is deemed a Private Foundation, the following provisions shall also be applicable:

1. The Corporation shall not engage in any act of "self-dealing" as defined in Section 4941(d) of the Code.
2. The Corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Code.
3. The Corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes or in such manner as to subject it to tax under Section 4944 of the Code.
4. The Corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Code, which would give rise to any liability for the tax imposed by Section 4945(a) of the Code.
5. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942(a) of the Code.

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ARTICLE VI  
DISTRIBUTION UPON DISSOLUTION

Upon the dissolution, the winding up of the affairs of the Corporation and the liquidation, the assets of the Corporation shall be distributed exclusively to organizations which are then qualified under the provisions of Section 501(c)(3) of the Code.

ARTICLE VII  
MEMBERSHIP

The members of this not for profit corporation shall be qualified and admitted as set forth in the Bylaws of this Corporation.

ARTICLE VIII  
REGISTERED OFFICE AND AGENT

The registered office and the registered agent of the Corporation at that address shall be as follows:

Frank Costantino  
2055 Mercy Drive  
Orlando, FL 32808-5629

The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE IX  
INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) directors initially. The names and street addresses of the initial directors of the Corporation are:

Bishop Frank Costantino  
2055 Mercy Drive  
Orlando, FL 32808

Lori Costantino-Brown  
2055 Mercy Drive  
Orlando, FL 32808

Charles Brown  
2055 Mercy Drive  
Orlando, FL 32808

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Directors shall be elected and the number of directors may be either increased or diminished from time to time as provided in the Bylaws. Directors may be removed with or without cause.

ARTICLE X  
INCORPORATOR

The name and street address of the person signing these Articles as incorporator is:

Frank Costantino  
2055 Mercy Drive  
Orlando, FL 32808-5629

ARTICLE XI  
BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the members of the Corporation, but if there are no members, then the Board of Directors.

ARTICLE XII  
INDEMNIFICATION

The Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such to the fullest extent permitted under applicable law.

ARTICLE XIII  
AMENDMENT

These Articles of Incorporation may be amended by the written consent of all of the members of the Corporation. If there are no members, these Articles of Incorporation may be amended by a resolution adopted by a vote of two-thirds (2/3) of the members of the Board of Directors present at any annual or special meeting provided a quorum is present, provided that due notice of the proposed amendment has been given to the members of the Board of Directors in accordance with the Bylaws.

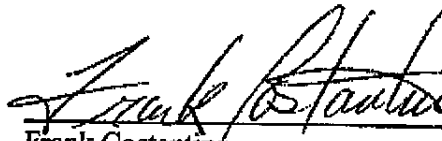
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ARTICLE XIV  
HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a not-for-profit corporation pursuant to the laws of the State of Florida, to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereunto sets his hand this 31 day of August, 2001.

  
\_\_\_\_\_  
Frank Costantino

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CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED

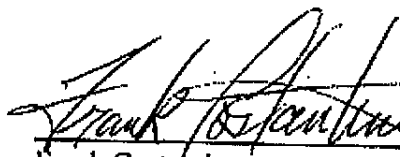
In compliance with Section 48.091, Florida Statutes, the following is submitted:

HELPING HANDS FOOD, INC., desiring to organize as a not for profit corporation pursuant to the laws of the State of Florida with its registered office at 2055 Mercy Drive, Orlando, Florida 32808, has named and designated Frank Costantino as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named not for profit corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 31 day of August, 2001.



Frank Costantino  
Registered Agent

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