

# No 2000008707

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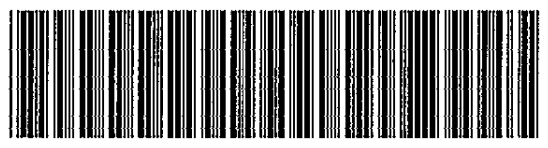
\_\_\_\_\_  
(Business Entity Name)

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(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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2295  
 W02-31890

g 11/12/02

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Highland Food Resources, Inc.

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

- Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by:

SK                      11/6/02                      9:20  
Name                      Date                      Time

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State

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02 NOV 12 AM 9:42  
DIVISION OF CORPORATION

November 6, 2002

CAPITAL CONNECTION INC.  
417 E. VIRGINIA STREET  
SUITE 1  
TALLAHASSEE, FL 32301

SUBJECT: HIGHLAND FOOD RESOURCES, INC.  
Ref. Number: W02000031890

We have received your document for HIGHLAND FOOD RESOURCES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of 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) 245-6973.

Claretha Golden  
Document Specialist  
New Filings Section

Letter Number: 002A00060757

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2002 NOV -6 PM 1:09  
TALLAHASSEE FLORIDA  
DIVISION OF STATE

**RE-SUBMIT**  
PLEASE OBTAIN THE ORIGINAL  
FILE DATE

**ARTICLES OF INCORPORATION  
OF  
HIGHLAND FOOD RESOURCES, INC.**

**FILED**

2002 NOV -6 PM 1:09

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**a Not for Profit Corporation**

I, the undersigned, for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes, do hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of this Corporation is **HIGHLAND FOOD RESOURCES, INC.**

**ARTICLE II**

**PRINCIPAL OFFICE/MAILING ADDRESS**

The principal office/ mailing address of this Corporation is 4000 Hollywood Boulevard, Suite 400 North, Hollywood, Florida 33021.

**ARTICLE III**

**PURPOSES**

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) of the Internal Revenue Code, or corresponding section of any future federal tax code. This Corporation is hereby organized as a not for profit charitable organization and is to be operated exclusively to qualify as a sponsoring organization to participate in

Florida's child care food program or other food programs that are limited to tax exempt organizations. It is the intention of this Corporation that at all times it shall comply with such provisions of the Internal Revenue Code as would permit it to qualify as a charitable organization so as to permit contributions to be deductible to the donor and as a "Supporting Organization" as such term is defined in Section 1.509(a)-4 of the Income Tax Regulations.

#### **ARTICLE IV**

#### **POWERS**

The Corporation shall have all of the common law and statutory powers of a not for profit corporation which are not in conflict with the terms of the Articles of Incorporation and Bylaws of the Corporation. The Corporation shall also have all the powers necessary to implement the purposes of the Corporation.

In addition to all powers conferred on this Corporation by the State of Florida, the Corporation shall have all such powers incidental to accomplish its purposes and all the powers set forth in Chapters 607 and 617 of the Florida Statutes and the Bylaws of this Corporation, including, but not limited to, the following:

1. To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer or otherwise, any property, either real or personal, of whatever nature or description and wherever situated.
2. To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, either real or personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

3. To borrow money and, from time to time, make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the Corporation for money borrowed or in payment for the property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the Corporation, wherever situated.

4. To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other securities and property as the Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift.

5. In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the Corporation subject to such limitations as are or may be prescribed by law.

#### **ARTICLE V**

#### **BOARD OF DIRECTORS**

1. Original Board of Directors. The Corporation shall have no less than three (3) directors initially and no more than a maximum of six (6) directors. The number of directors may be either increased or diminished, from time to time,

pursuant to the Bylaws of the Corporation. The name of the initial directors of this Corporation are as follows:

HOWARD N. KAHN  
4000 Hollywood Boulevard, Suite 400 North  
Hollywood, Florida 33021

DAVID CHENKIN  
8551 West Sunrise Boulevard, Suite 208  
Plantation, Florida 33322

DEBBIE A. HOPPER  
4000 Hollywood Boulevard, Suite 400 North  
Hollywood, Florida 33021

2. Management by Directors. The property, business and affairs of the Corporation shall be managed by the Board of Directors. The presence of three-fifths (3/5) of the directors shall constitute a quorum for the transaction of business. The Bylaws shall provide for the meetings of Directors, including an annual meeting.

3. Election of Board of Directors. The method for the election or appointment of the Board of Directors of the Corporation shall be as provided in the Bylaws of the Corporation.

4. Requirement to be a Director and Duties. The Board shall establish in writing, the purposes for which the institution is organized, and provisions for managing the business and regulating the affairs of the institution. A majority of the board shall reside in the county in which the institution is located. This written document shall be provided upon request to the Florida Department of Health, Bureau of Child Nutrition Programs or other appropriate food program. A majority of the board shall have no direct or indirect financial interest in the activities of the institution nor shall a majority of the board be related by blood or marriage to the

institution's personnel or to each other. No board member shall have been convicted of or found guilty of, or entered a plea of nolo contendere to a felony in any jurisdiction, regardless of adjudication. Board members shall not vote on decisions regarding their own compensation or that of a related party. All minutes of board meetings shall be recorded and, upon request, made available for review by the Florida Department of Health, Bureau of Child Nutrition Programs or other appropriate food program.

#### **ARTICLE VI**

#### **REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office shall be 4000 Hollywood Boulevard, Suite 400 North, Hollywood, Florida 33021 and the initial registered agent located at such address is Howard N. Kahn, Esquire.

#### **ARTICLE VII**

#### **BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors of the Corporation.

#### **ARTICLE VIII**

#### **DISSOLUTION**

In the event of the dissolution of the Corporation, the residual assets of the residual assets shall be turned over to one or more organizations which are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended.



**ARTICLE IX**

**AMENDMENT**

These Articles of Incorporation may be amended by the Board of Directors of the Corporation at any regular meeting or at any special meeting called for that purposes; provided, however, that notice of the proposed amendment shall be given to each director at least five (5) days prior to the date of the meeting at which the Articles of Incorporation are to be altered, amended or repealed; provided, however, that no notice shall be required if all directors are present and all vote in favor of the amendment. The proposed amendment shall originate with the Board of Directors.

**ARTICLE X**

**DEDICATION OF ASSETS**

This Corporation is irrevocably dedicated to charitable activities and no part of the net income or assets of this Corporation shall ever inure to the benefit of any trustee, officers or member thereof or to the benefit of any private individual.

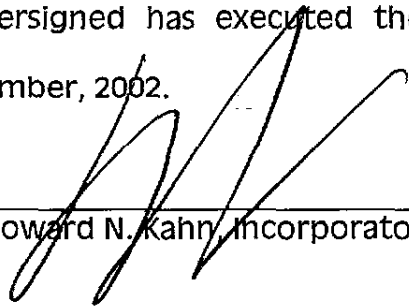
**ARTICLE XI**

**INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is:

Howard N. Kahn  
4000 Hollywood Boulevard  
Suite 400 North  
Hollywood, Florida 33021

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the 8 day of November, 2002.

  
\_\_\_\_\_  
Howard N. Kahn, Incorporator

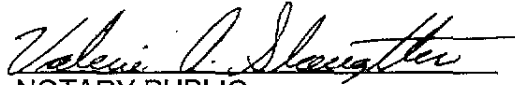
STATE OF FLORIDA }  
  } S.S.  
COUNTY OF BROWARD }

BEFORE ME personally appeared HOWARD N. KAHN to me well known to be the person described in and who subscribed the above Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth. He is personally known and he took an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 8 day of November, 2002.



Valerie A. Slaughter  
Commission # DD 040943  
Expires July 29, 2005  
Banded Thru  
Atlantic Bonding Co., Inc.

  
\_\_\_\_\_  
Valerie A. Slaughter

NOTARY PUBLIC

\_\_\_\_\_  
Written Name of Notary

\_\_\_\_\_  
Charter Number

My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

FIRST -- That HIGHLAND FOOD RESOURCES, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 4000 Hollywood Boulevard, Suite 400 North, Hollywood, Florida 33021, State of Florida 33133, has named Howard N. Kahn, Esquire located at 4000 Hollywood Boulevard, Suite 400 North, City of Hollywood, State of Florida 33021, as its agent to accept service of process within the State of Florida.

SIGNATURE:   
HOWARD N. KAHN, ESQUIRE

TITLE: Incorporator

DATE: 11/08/02

Having been named to accept service of process for the above-stated 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 relative to the proper and complete performance of my duties.

SIGNATURE:   
HOWARD N. KAHN  
Registered Agent

DATE: 11/08/02

2002 NOV -6 PM 1:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED