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BIG CHEF LITTLE CHEF, INC.**

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BIG CHEF LITTLE CHEF, INC.**

The undersigned, pursuant to the provisions of Florida Statutes Sections 617.1006 and 617.1007 of the Florida Not For Profit Business Corporation Act, adopts the following Amended and Restated Articles of Incorporation of BIG CHEF LITTLE CHEF, INC., as filed with the Florida Department of State on November 15, 2012 (the "Corporation"), and confirms that such Amended and Restated Articles of Incorporation were adopted by the Sole Incorporator of the Corporation on December 21, 2012. No Directors have been selected or are in office for the Corporation as of December 21, 2012.

ARTICLE I
NAME

The name of this corporation shall be BIG CHEF LITTLE CHEF, INC. (the "Corporation").

ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of the Corporation shall be

438 NE 35th Terrace
Miami, Florida 33137

ARTICLE III
DURATION AND COMMENCEMENT OF EXISTENCE

The Corporation shall have perpetual existence commencing on January 1, 2013.

ARTICLE IV
INCORPORATOR

The name and street address of the incorporator are:

Steven H. Hagen, Esq.
201 S. Biscayne Blvd.
Suite 800
Miami, Florida 33131

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ARTICLE V
PURPOSES

The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986¹, as amended. In furtherance of such purposes, the Corporation shall be authorized only:

(a) To promote, support, and engage in activities carried on for charitable purposes, by the direct conduct of such activities and by making grants to other organizations engaged in charitable activities, specifically including, but not limited to, educating children as to the importance of nutrition and healthy eating habits by increasing their culinary skills.

(b) To do all acts and things requisite, necessary, proper and desirable to engage in any and all activities permitted pursuant to Chapter 617 of the Florida Statutes, subject however to the requirements of Section 501(c)(3) and to the other limitations provided in these Articles of Incorporation.

ARTICLE VI
MEMBERSHIP

The Corporation shall have no members.

ARTICLE VII
DIRECTORS

Subject to the powers reserved to the members in the bylaws of the Corporation, all corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of Directors shall not be less than three and shall have a maximum number as provided in the bylaws.

The names and addresses of the directors are as follows:

Lorena Garcia
438 NE 35th Terrace
Miami, Florida 33137

¹ Unless otherwise noted, all references are to the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

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Natalia Datorre
438 NE 35th Terrace
Miami, Florida 33137

Blanca Lusinchi
438 NE 35th Terrace
Miami, Florida 33137

The terms for which the directors shall serve, and the method by which the directors are to be elected, shall be stated in the bylaws.

ARTICLES VIII
OFFICERS

The names and addresses of the officers are as follows:

<u>Name and Address</u>	<u>Office</u>
Lorena Garcia 438 NE 35th Terrace Miami, Florida 33137	President
Natalia Datorre 438 NE 35th Terrace Miami, Florida 33137	Vice President, Secretary, Treasurer
Blanca Lusinchi 438 NE 35th Terrace Miami, Florida 33137	Vice President

ARTICLE IX
DIRECTORS' AND OFFICERS' COMPENSATION AND INDEMNIFICATION

A. Compensation. A director or officer of the Corporation may receive reasonable compensation for personal services rendered as a director or officer or in any other capacity, so long as the services are reasonable and necessary to carrying out the charitable purposes of the Corporation, and may be reimbursed for expenses or advances made for the Corporation that are reasonable in character and amount and approved for payment in the manner provided by the bylaws. The Corporation shall make no payment that would constitute "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code.

B. Indemnification. Every director and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation,

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whether or not a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of or liable for willful misfeasance or willful malfeasance in the performance of duties. In the event of a settlement before entry of judgment, this indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled by law. Appropriate liability insurance may be provided for every officer, director and agent of the Corporation in amounts determined from time to time by the Board of Directors.

ARTICLE X
CHARITABLE LIMITATIONS

This corporation shall not engage in any activities prohibited by Section 617.0835 of the Florida Statutes, or by Section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or to any other private persons, except that the Corporation shall be authorized and empowered (i) to pay reasonable compensation for personal services rendered to the Corporation, so long as the services are reasonable and necessary to carrying out the charitable purposes of the Corporation, and to reimburse expenses or advances made for the Corporation that are reasonable in character and amount and (ii) to make payments and distributions to persons who are qualified to receive same in furtherance of the Corporation's charitable purposes as set forth herein. All of the net earnings and assets of the Corporation shall be expended for the purposes stated in Section 501(c)(3) of the Internal Revenue Code.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

In the event that, and for so long as, the Corporation is characterized as a private foundation within the meaning of Section 509(a) of the Internal Revenue Code, the corporation

shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942;

shall not engage in any act of self-dealing as defined in Section 4941(d); shall not retain any excess business holdings as defined in Section 4943(c);

shall not make any investments in such manner as to subject it to tax under Section 4944; and shall not make any taxable expenditures as defined in Section 4945(d).

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3).

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ARTICLE XI
DISPOSITION OF ASSETS

In the event of the dissolution of the Corporation pursuant to Florida Statutes, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to such organizations which are exempt under Section 501(c)(3) and are engaged in activities of the type described in Article IV above, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XII
AMENDMENTS TO BYLAWS

The power to adopt, alter, amend, or repeal the bylaws of the Corporation shall be vested in the directors in accordance with and subject to the provisions of the bylaws.

ARTICLE XIII
AMENDMENTS TO ARTICLES OF INCORPORATION


The power to adopt, alter, amend, or repeal any provision of these Articles of Incorporation shall be vested in the directors, in accordance with and subject to the provisions of the bylaws.

ARTICLE XIV
REGISTERED AGENT

The street address of the registered office of the Corporation is 201 S. Biscayne Boulevard, Suite 800, Miami, Florida 33131. The name of the initial registered agent of the Corporation at that address, who is authorized to receive service of process, is LAW CENTER OF THE AMERICAS, LLC.

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These Amended and Restated Articles of Incorporation of the Corporation are hereby executed this 21st day of December, 2012.



Steven H. Hagen
Sole Incorporator

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That BIG CHEF LITTLE CHEF, INC. desiring to continue its organization under the laws of the State of Florida with its registered office as indicated in the preceding Amended and Restated Articles of Incorporation at 201 S. Biscayne Blvd., Suite 800, Miami, Florida 33131 has named LAW CENTER OF THE AMERICAS, LLC as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 21st day of December, 2012.

LAW CENTER OF THE AMERICAS, LLC

By: 
Name: Steven H. Hagen
Title: Vice President

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