

N960000003306

LAW OFFICES
MICHAEL R. BASS, P.A.
6TH FLOOR - JEFFERSON BANK BUILDING
600 SOUTH ANDREWS AVENUE
FORT LAUDERDALE, FLORIDA 33301
(954) 467-8801 FAX: (954) 467-8806

June 14, 1996

100001867661
-06/19/96--01119--010
****122.50 ****122.50

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Re: GOD'S KITCHEN, INC.

To Whom it May Concern:

Enclosed is the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, together with our check in the amount of \$122.50 representing the filing fee thereon.

Please file the original Articles and return a certified copy to our office in the self-addressed, postage-paid envelope provided.

Thank you for your cooperation and assistance in this matter.

Sincerely,


MICHAEL R. BASS

MRB/drb
Enclosures
96-043

Dmc
6/20/96

FILED
96 JUN 19 PM 3:08
SEC. OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GOD'S KITCHEN, INC.
(A Corporation Not For Profit)

FILED
95 JUN 19 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby associate ourselves together for the purposes of becoming incorporated under Chapter 617, Florida Statutes, applicable to corporations not for profit and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Articles of Incorporation.

ARTICLE I - NAME AND PLACE OF BUSINESS

The name of this Corporation shall be GOD'S KITCHEN, INC., and it shall conduct its operations and its place of business principally within the United States, and incidentally outside the territory of the United States as may be determined by the By-Laws except as restricted herein. The initial principal office of this Corporation shall be: 218 N.W. 11th Avenue, Boynton Beach, Palm Beach County, Florida 33435.

ARTICLE II - REGISTERED RESIDENT AGENT

The name of the registered agent of this Corporation and his address shall be: Michael R. Bass, Esquire, 600 S. Andrews Avenue, 6th Floor, Fort Lauderdale, Florida 33301.

ARTICLE III - PURPOSE

The purposes for which this Corporation is organized are:

- a. To feed the hungry.
- b. To provide shelter and housing for the homeless.

c. To provide education and assistance to people in need.

d. To buy, own, hold, contract, impose, mortgage, rent, lease, sell, convey and otherwise acquire and dispose of real, personal or mixed property, or any right, interest or estate therein as owner or otherwise.

e. To construct, build, repair, maintain, operate and lease houses, buildings, or other improvements on property owned or controlled by the Corporation.

f. To borrow money and contract debts when necessary for the exercise of its corporate rights, privileges, or franchises, or for any other lawful purposes of its incorporation;

g. To engage in any and all lawful activities which are incidental to the foregoing purposes except as restricted herein.

h. To do any and all lawful things for all objectives which are religious, charitable, scientific, literary or educational, and to do any all things permitted by law.

ARTICLE IV - INCORPORATORS

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

<u>NAME</u>	<u>ADDRESS</u>
Carroll Albury	218 N.W. 11th Avenue Boynton Beach, FL 33435

ARTICLE V - POWERS

Section I:

This Corporation is to have any and all power to do any and all things necessary to expedite and carry out all the purposes and objectives of this Corporation and as may be determined by the Board of Directors and subject to the By-Laws, and to possess all rights, privileges, and immunities, and to enjoy all benefits granted corporations under the laws of the State of Florida provided that such powers are in furtherance of the purposes of the Articles of Incorporation herein.

Section II:

This Corporation shall not be operated for the purpose of carrying on a trade or business for profit.

Section III:

This Corporation shall not engage in any transaction not permitted by law, including:

a. The directors shall distribute its income for each taxable year at which time and in such manner so as not to become subject to tax on undistributed income pursuant to any applicable federal tax laws;

b. The officers and directors shall not engage in any act of self dealing, retain any excess business holdings, make any investments in such manner as to incur tax liability or make any taxable expenditures as defined under the federal tax laws. However, reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes

provided that such compensation shall be governed by a fiduciary principle of absolute and undivided loyalty to this Corporation and that such compensation does not exceed the compensation received by persons rendering similar kinds of services for similar purposes;

Section IV:

This Corporation may organize corporations and associations and otherwise make all necessary and proper stipulations, agreements, contracts and other arrangements, with other corporations and associations, for partnership, joint-subsiidiaries, joint-vent res, and for other cooperative relationships, for means of carrying out any and all of the purposes and objectives of this Corporation including, but not limited to, the use of the same officers, personnel, methods, means, and agencies, provided that:

a. Such arrangements and operations would not put this Corporation, including its officers and directors, in violation of the other provisions of these Articles.

b. Such arrangements would not destroy the separate legal identities or make one corporation or association the mere agent or instrument of the other corporation or association.

ARTICLE VI - DISSOLUTION

In the event of dissolution, the residual assets of the Corporation will be distributed according to the By-Laws or as otherwise provided by law.

ARTICLE VII - TERM OF EXISTENCE

This corporation not for profit shall have perpetual existence.

ARTICLE VIII - MEMBERSHIP

Membership in the Corporation shall be attained by fulfilling the requirements as called for in the Articles and/or By-laws.

ARTICLE IX - BOARD OF DIRECTORS

Section I:

The Board of Directors of the Corporation, shall be composed of not less than three (3) persons, and may be increased in number as the circumstances and wishes of the Corporation may dictate. The Board of Directors shall have full power, management and supervision over the affairs of the Corporation, subject however, to the approval of the members of the Corporation, as dictated in these Articles and/or the By-Laws.

The By-Laws will provide for the extent and limits of the powers, duties, and privileges of the Board of Directors, and further, shall provide for the manner of appointment, qualification, or election and other matters relating thereto, subject to restrictions herein, including:

- a. The number of Directors may be provided for in the By-Laws, but shall at all times not be less than three (3);
- b. The Directors may only recommend, with the membership to determine reasonable compensation, for services

rendered pursuant to Section 3, Article III of these Articles of Incorporation.

The Board of Directors shall have power to make, alter or rescind all such By-Laws and regulations to run the business of the Corporation as will not be inconsistent with these Articles, or of the laws of the State of Florida.

Section II:

Each association or corporation which is a member shall select one if its members or representatives to serve on the Board of Directors. The names and addresses of those Directors who are to serve until the first annual meeting or as otherwise provided for in the By-Laws are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Pastor Tom Wright	7251 N. Federal Highway Boca Raton, FL 33432
Brother Eddie Weal	1601 N.W. 3rd Street Boynton Beach, FL 33435
Sister Minnie Weal	1601 N.W. 3rd Street Boynton Beach, FL 33435
Nina Siebert	201 W. Palmetto Park Road Boca Raton, FL 33432

ARTICLE X - OFFICERS

The officers of the Corporation shall consist of those persons with titles and positions as provided for in the By-Laws. Further, the By-Laws shall provide for the extent and limits of the powers, duties and responsibilities of the officers, their manner of qualification, election and manner of appointment, and other

matters relating thereto. The names and places of residence of the persons who shall serve as officers until the first annual meeting or as otherwise provided for in the By-Laws are as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Pastor Tom Wright	7251 N. Federal Highway Boca Raton, FL 33432
Vice President	Brother Eddie Weal	1601 N.W. 3rd Street Boynton Beach, FL 33435
Treasurer	Sister Minnie Weal	1601 N.W. 3rd Street Boynton Beach, FL 33435
Secretary	Sindi Bass	327 Eastwood Terrace Boca Raton, FL 33431

ARTICLE XI - LIABILITY

Every director and every officer of the corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed in connection with any proceeding to which a director or an officer may be a party, or in which such person may become involved, by reason of being or having been a director or an officer of the Corporation, and whether or not such person is a director or an officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of wilful malfeasance; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing

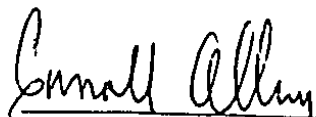
right of indemnification shall be in addition to and not exclusive of all other rights to which a director or officer may be entitled.

ARTICLE XII - AMENDMENTS

Amendments to the Articles of Incorporation or to the By-Laws may be proposed by any Director or member at any regular or special meeting of the Board of Directors or the membership, and with the amendment to be presented for consideration at the next regular meeting of the Board of Directors, or at any other meeting, properly called and noticed, as provided by the By-Laws. Amendments shall be made upon majority vote of the Directors or members present at such meeting.

Amendments to the Articles of Incorporation shall be forwarded to the Secretary of State of Florida.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 14 day of June, 1996.



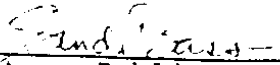
CARROLL ALBURY, Incorporator

STATE OF FLORIDA)
 SS.
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above personally appeared CARROLL ALBURY, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and acknowledged before me the signing of said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, on this 14 day of June, 1996.

My Commission Expires:


Notary Public, State of
Florida



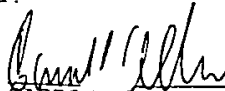
Sind Bass
MY COMMISSION # CC488533 EXPIRES
August 16, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

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

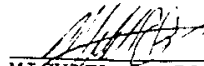
FILED
JUN 19 8 3:09
TALLAHASSEE, FLORIDA

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

That GOD'S KITCHEN, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 218 N.W. 11th Avenue, Boynton Beach, Florida 33435, and has named Michael R. Bass, Esq., located at 600 S. Andrews Avenue, 6th Floor, Ft. Lauderdale, Florida 33301 as its registered agent to accept service of process within Florida.


CARROLL ALBURY
Title: Incorporator
Date: June 14, 1996

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.


MICHAEL R. BASS
Date: June 14, 1996

N96000003306

LAW OFFICES

MICHAEL R. BASS, P.A.

8TH FLOOR - COLONIAL BANK BUILDING
600 SOUTH ANDREWS AVENUE
FORT LAUDERDALE, FLORIDA 33301
(954) 467-8801 FAX: (954) 467-8806

March 28, 1997

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*****43.75 *****43.75

Department of State
Division of Corporations
Attention: Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

Re: Amendment to Articles of Incorporation
God's Kitchen

To Whom it May Concern:

Enclosed is the original and a copy of the Articles of Amendment of God's Kitchen, Inc. as well as copies of the Corporate Resolution and Minutes concerning the amendments being made. Also enclosed is a check in the amount of \$43.75 which represents the filing fee and the cost for a certificate from the Division of Corporations showing that the amendment was received.

If anything further is needed, please contact this office.

Sincerely,



MICHAEL R. BASS

MRB/drb
Enclosures

Handwritten notes:
N9600003306
Amend
3-31-97
* Cert of Sta

**ARTICLES OF AMENDMENT OF GOD'S KITCHEN, INC.
PURSUANT TO CHAPTER 617
OF THE FLORIDA NOT FOR PROFIT CORPORATION ACT**

Pursuant to the provisions of Chapter 617 of the Florida Not For Profit Corporation Act, the undersigned corporation adopts the following Articles of Amendment for the purpose of amending its Articles of Incorporation:

1) That Paragraph H of Article III of the Articles of Incorporation be deleted in its entirety and replaced with the following:

"Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code)."

2. That there be added to Article V, as Section V, of the Articles of Incorporation, the following:

"No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501(c)(3) purposes. 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 or in opposition to any candidate for public office."

"Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be

carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code)."

3. That the contents of Article VI of the Articles of Incorporation be deleted in its entirety and replaced with the following:

"Upon the dissolution of this corporation, the assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government or to a state or local government for a public purpose."

The Board of Directors of God's Kitchen, Inc., being the individuals empowered to amend the Articles of Incorporation of the corporation in that the corporation has no members, unanimously adopted the amendments referred to herein on March 27th, 1997.

Dated this the 27th day of March, 1997.

GOD'S KITCHEN, INC.

BY: Tom Wright
TOM WRIGHT, Chairman of the
Board of Directors and
President

BY: Sindi Bass
SINDI BASS, Secretary

STATE OF FLORIDA

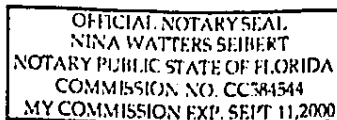
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared, TOM WRIGHT, who is to me well known to be the person described in and who subscribed the Articles of Amendment and he freely and voluntarily acknowledged before me according to the law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Boyton Beach, in said county and State this 27 day of March, 1997 and who is personally known to me or who has produced _____ as identification.

Nina Watters Seibert
NOTARY PUBLIC, State of Florida

My commission expires:



STATE OF FLORIDA

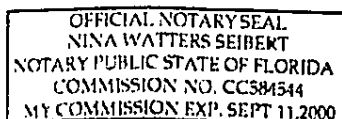
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared, SINDI BASS, who is to me well known to be the person described in and who subscribed the Articles of Amendment and she freely and voluntarily acknowledged before me according to the law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Boyton Beach, in said county and State this 27 day of March, 1997 and who is personally known to me or who has produced _____ as identification.

Nina Watters Seibert
NOTARY PUBLIC, State of Florida

My commission expires:



RESOLUTION

On March 27, 1997, at a special meeting of Board of Directors of God's Kitchen, Inc., the following Resolution was proposed and adopted by a unanimous vote of the quorum of directors.

WHEREAS, it has been proposed that in order for the corporation to qualify as exempt from Federal Income tax, that the following amendments be made to the Articles of Incorporation of God's Kitchen, Inc.:

1. That Paragraph H of Article III of the Articles of Incorporation be deleted in its entirety and replaced with the following:

"Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code)."

2. That there be added to Article V, as Section V, of the Articles of Incorporation, the following:

"No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501(c)(3) purposes. 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 or in opposition to any candidate for public office."

"Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code)."

3. That the contents of Article VI of the Articles of Incorporation be deleted in its entirety and replaced with the following:

"Upon the dissolution of this corporation, the assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government or to a state or local government for a public purpose."

NOW, therefore, be it resolved that in the unanimous opinion of the Board of Directors, the foregoing amendments to the Articles of Incorporation are hereby approved.

DATED this 27 day of March, 1997.

Tom Wright
TOM WRIGHT, Director

Eddie Weal
EDDIE WEAL, Director

Minnie Weal
MINNIE WEAL, Director

Nina Siebert
NINA SIEBERT, Director

**MINUTES OF SPECIAL MEETING OF THE
BOARD OF DIRECTORS
OF GOD'S KITCHEN, INC.**

On March 27, 1997, at the offices of God's Kitchen, Inc., 218 Northwest 11th Avenue, Boynton Beach, Florida 33435, at 7:00 o'clock 9 .m., there was held a special meeting of the Board of Directors of the corporation. Present at the meeting were all directors of the corporation.


On a motion made, seconded and unanimously passed, it was agreed to waive formal notice of the meeting and to waive objection to the meeting taking place.

The business being called on for discussion before the meeting was:

1) The proposed amendments to the Articles of Incorporation of God's Kitchen, Inc., which are for the purpose of qualifying the corporation as exempt from Federal Income Tax.

On motion made and seconded, and following discussion thereon, it was unanimously carried that the Articles of Incorporation of God's Kitchen, Inc., be amended in accordance with the resolution adopted this date by the Board of Directors.

There being no further business to come before the meeting, upon motion duly made seconded and passed, the meeting was adjourned.



SINDI BASS, Secretary

**WAIVER OF NOTICE OF SPECIAL MEETING
OF BOARD OF DIRECTORS**

WE, each being a director of God's Kitchen, Inc., HEREBY
WAIVE all notice of the Special Meeting of the directors to be held
on the 27th day of March, 1997, at 7:00 o'clock in the
~~morning~~/afternoon and that all such business may be transacted
thereat as may lawfully come before said meeting.

DATED the 27 day of March, 1997.

Tom Wright
TOM WRIGHT

Eddie Weal
EDDIE WEAL

Minnie Weal
MINNIE WEAL

Nina Siebert
NINA SIEBERT