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WRITER'S DIRECT LINE

September 5, 1996

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

500001942815
-09/10/96--01018--014
*****87.50 *****87.50

Re: South Hillsborough Community Cupboard, Inc.

Gentlemen:

Enclosed please find an original and one (1) copy of the articles of incorporation for the above-named corporation and a check in the amount of \$87.50, representing the filing fee of \$52.50 and the fee for appointment of registered agent of \$35.

Please file the enclosed articles at your earliest convenience and return a file stamped copy to me by mail. If you have any questions or problems, please do not hesitate to call. Thank you for your prompt attention to this matter.

Wants to ⁹⁻¹²
file 4 2 cus
per Mr. Gulbis
KR

Very truly yours,


Vitas M. Gulbis

VMG/cmh
Enclosure
cc: Mr. Tony Zipperer

FILED
96 SEP -9 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9-12-96
KR

ARTICLES OF INCORPORATION
OF
SOUTH HILLSBOROUGH COMMUNITY CUPBOARD, INC.

FILED
95 SEP -9 AM 10:21
TREASURY STATE
HILLSBOROUGH COUNTY, FLORIDA

The undersigned, a natural person of the age of eighteen (18) years or more acting as incorporator of a Corporation under the Florida Not For Profit Corporation Act (Chapter 617 of the Florida Statutes), adopts the following Articles of Incorporation for such Corporation.

ARTICLE I

Name

The name of the Corporation is **SOUTH HILLSBOROUGH COMMUNITY CUPBOARD, INC.**

ARTICLE II

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 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (hereinafter the "Internal Revenue Code"); to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

In furtherance of the aforementioned purposes, the Corporation's purposes shall include the ownership and operation of a center for the collection and distribution of food to indigent individuals and families and to charitable organizations engaged in providing food and shelter to the indigent.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE III

Powers

The Corporation shall have all powers conferred upon not for profit corporations organized under Chapter 617 of the Florida Statutes and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purposes.

The Corporation shall not engage in any of the following activities:

(1) The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.

(3) No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

At any time when the Corporation is or becomes a "private foundation" within the meaning of Section 509(a) of the Internal Revenue Code and Section 617.0835 of the Florida Statutes, the following additional limitations on the Corporation's activities shall apply:

(1) 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 of the Internal Revenue Code.

(2) The Corporation shall not engage in any act of self-dealing as defined by Section 4941(d) of the Internal Revenue Code.

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.

(4) The Corporation shall not make any investments in such manner as to subject it to the tax under Section 4944 of the Internal Revenue Code.

(5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE IV

Members

The Corporation shall have members. Membership provisions, including the designation of classes, if any, and the method of acceptance of members of each such class, shall be set forth in the Bylaws. The right of members, or any class of members, to vote, if any, may be limited, enlarged, or denied to the extent specified in the Bylaws.

ARTICLE V
Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be three (3); thereafter, the number and manner of election or appointment of Directors and their terms of office shall be as provided in the Bylaws, but the number of Directors shall not be less than three (3).

ARTICLE VI
Dissolution and Liquidation

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Florida Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

- (1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;
- (2) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, as determined in the plan to dissolve adopted in the manner set forth above in this Article VI.

ARTICLE VII
Amendment

These Articles may be amended in the manner now or hereafter provided in the Florida Statutes.

ARTICLE VIII
Miscellaneous

- (1) Registered Agent and office. The name and address of the initial registered agent of the Corporation is Tony Zipperer, and his address is 1520 33rd Street S.E., Ruskin, Florida 33570.
- (2) Mailing Address. The mailing address in Florida of the principal office of the Corporation is 1520 33rd Street S.E., Ruskin, Florida 33570.
- (3) Initial Board of Directors. The names and addresses of the persons constituting the initial Board of Directors are:

James Berrien

5803 Vel Street
Wimauma, Florida 33598

Bud Hiscock

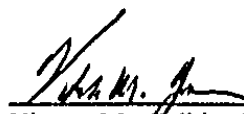
16915 Highway 39 South
Lithia, Florida 33547

Tony Zipperer

1520 33rd Street S.E.
Ruskin, Florida 33570

(4) Incorporator. The name and address of the incorporator is Vitauts M. Gulbis, Foley & Lardner, 100 North Tampa Street, Suite 2700, Tampa, Florida 33602.

IN WITNESS WHEREOF, I have hereunto set my hand this 5th day of September, 1996



Vitauts M. Gulbis, Incorporator

**ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article VIII of the foregoing Articles of Incorporation as Initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 617.0503, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 25 day of August, 1996.

Tony Zipperer
Tony Zipperer, Registered Agent

FILED
96 SEP -9 AM 10:21.
SECRETARY OF STATE
TALLAHASSEE, FLORIDA