

760519

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H23000087363 3)))



H230000873633ABC%

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.
Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.
Account Number : 072720000036
Phone : (407)843-4600
Fax Number : (786)901-8020
Attn: Tami D. Passley

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

COR AMND/RESTATE/CORRECT OR O/D RESIGN SECOND HARVEST FOOD BANK OF CENTRAL FLORIDA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing Menu

Help

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SECOND HARVEST FOOD BANK OF CENTRAL FLORIDA, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

The Articles of Incorporation of **SECOND HARVEST FOOD BANK OF CENTRAL FLORIDA, INC.**, a Florida Not for Profit corporation (the "Corporation"), were filed on October 10, 1981 under the name Community Food Bank, Incorporated, and assigned Document No. 760519, which Articles of Incorporation were amended on July 21, 1988 to change the name to Second Harvest Food Bank of Central Florida, Inc.

At its February 23, 2023 meeting, the Board of Directors of the Corporation approved the amendment and restatement of the Corporation's Articles of Incorporation in accordance with the Corporation's Articles of Incorporation, Bylaws and the provisions of Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act, and the number of votes cast for such amendment and restatement was sufficient for approval thereof. Accordingly, the Articles of Incorporation of the Corporation are hereby amended and restated in their entirety to read as follows:

**ARTICLE I
NAME OF CORPORATION, MAILING ADDRESS
AND ADDRESS OF PRINCIPAL OFFICE**

The name of the Corporation shall be **SECOND HARVEST FOOD BANK OF CENTRAL FLORIDA, INC.** The mailing address of the Corporation is 411 Mercy Drive, Orlando, Florida 32805 and its principal office shall be located at 411 Mercy Drive, Orlando, Florida 32805.

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The street address of the current registered office of the Corporation shall be 411 Mercy Drive, Orlando, Florida 32805 and the name of the current registered agent for the Corporation shall be Dawn Koffarnus.

**ARTICLE III
PURPOSES**

Section 1. The purpose for which the Corporation is formed are charitable, religious, educational, and scientific purposes that qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding section of any future federal tax law. The specific and primary purpose of the Corporation is to alleviate hunger through acquisition and distribution of food and grocery products, community education of the causes and consequences of hunger, and meaningful action on behalf of people in need of food.

Such support may be provided by soliciting, receiving and administering gifts and bequests of funds and property, both restricted and unrestricted, for charitable purposes, all for the benefit of other charitable organizations, and to take and hold, absolutely or in trust, for any of such

2023 HARVEST
FILED
FEB 24 8:24

purposes funds and property of every kind, real, personal, tangible and intangible, subject only to any limitations and conditions imposed by law or by the instrument under which received; to sell, lease, convey or otherwise dispose of any such property and to invest and reinvest the proceeds of and earnings from such property in accordance with investment policies established from time to time by the Corporation's Board of Directors; and to exercise any, all and every power, including trust powers, which a corporation not for profit created under the laws of the State of Florida can be authorized to exercise.

Section 2. The general purposes for which the Corporation is organized are exclusively charitable purposes within the meaning of the Code or the corresponding provisions of any future federal tax laws.

Section 3. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under the Code, or the corresponding provisions of any future federal tax laws.

Section 4. In the event the Corporation is in any year determined to be a "private foundation" as defined in Section 509(a) of the Code it shall:

(a) Distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provisions of any future federal tax laws.

(b) Not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provisions of any future federal tax laws.

(c) Not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provisions of any future federal tax laws.

(d) Not make any taxable investments as defined in Section 4944 of the Code, or the corresponding provisions of any future federal tax laws.

(e) Not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provisions of any future federal tax laws.

ARTICLE IV POWERS

The Corporation shall be authorized to exercise the powers permitted corporations not for profit under Chapter 617, Florida Statutes; provided, however, that the Corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized within the meaning of Section 501(c)(3) of the Code.

FILED
2023 MAR - 7 AM 8:24
HALL COUNTY, FLORIDA
CLERK OF CIRCUIT COURT

ARTICLE V
TERM

The Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI
NO MEMBERSHIP

The Corporation shall not have any members.

ARTICLE VII
BOARD OF DIRECTORS

Section 1. The corporate powers of the Corporation shall be vested in, and the affairs shall be conducted by a Board of Directors of the Corporation, whose names are set forth below. The Board of Directors shall be as determined and fixed by the Bylaws of the Corporation; provided, however, that there shall never be less than three (3) directors nor more than twenty-five (25) directors.

Section 2. The names and addresses of the current Board of Directors of the Corporation are as follows:

Andre Walton	411 Mercy Drive Orlando, Florida 32805
Andrew Davis	411 Mercy Drive Orlando, Florida 32805
Anna Palmer Darkes	411 Mercy Drive Orlando, Florida 32805
Audra Romao	411 Mercy Drive Orlando, Florida 32805
Gregory Ohe	411 Mercy Drive Orlando, Florida 32805
Henry Lim	411 Mercy Drive Orlando, Florida 32805
Kari Vargas	411 Mercy Drive Orlando, Florida 32805
Kirtus Bocox	411 Mercy Drive Orlando, Florida 32805

FILED
2023 MAR - 7 AM 8:24
TALLAHASSEE, FL

Mary Beth Morgan	411 Mercy Drive Orlando, Florida 32805
Matthew O'Kane	411 Mercy Drive Orlando, Florida 32805
Michelle Imperato	411 Mercy Drive Orlando, Florida 32805
Peg Cornwell	411 Mercy Drive Orlando, Florida 32805
Perry Crawley	411 Mercy Drive Orlando, Florida 32805
Ricky Ly	411 Mercy Drive Orlando, Florida 32805
Robert Gordon	411 Mercy Drive Orlando, Florida 32805
Vikki Eichner	411 Mercy Drive Orlando, Florida 32805

FILED
2023 MAR -7 AM 8:24
TALLAHASSEE, FL

ARTICLE VIII OFFICERS

The Corporation shall have such officers as shall from time to time be designated in the Bylaws of the Corporation.

ARTICLE IX DEDICATION OF ASSETS AND DISSOLUTION

Section 1. The property of the Corporation is irrevocably dedicated to the purposes set forth herein and no part of the net earnings or assets of the Corporation shall inure to the benefit of any officer or director of the Corporation or to the benefit of any private individual. When appropriate, the Board of Directors may determine to reasonably compensate any officer or director of the Corporation in accordance with and commensurate with the services performed by such person. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing of statements), any political campaign on behalf of any candidate for public office.

Section 2. Upon the dissolution and winding up of the Corporation, its assets remaining after payment or provision for payment of its debts and liabilities shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3)

of the Code, or the corresponding provisions of any future federal tax laws, or to or among, the United States, the State of Florida or any local government(s) for exclusive public purposes.

ARTICLE X
BYLAWS

Subject to any limitations at any time contained in the Bylaws of the Corporation and in Chapter 617, Florida Statutes, Bylaws of the Corporation may be adopted, altered, amended or rescinded, and new Bylaws adopted, either by resolution of the Board of Directors or in the manner at any time provided in the Bylaws.

ARTICLE XI
AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended or amended and restated pursuant to a resolution adopted by the Board of Directors.

ARTICLE XII
INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding") by reason of the fact that they are or were a director, employee, officer or agent of the Corporation, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with any Proceeding to the greatest extent permitted under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes and as may be provided for in the Bylaws.

IN WITNESS WHEREOF, the undersigned duly authorized officer of the Corporation has executed this Amended and Restated Articles of Incorporation this 2nd day of March, 2023.

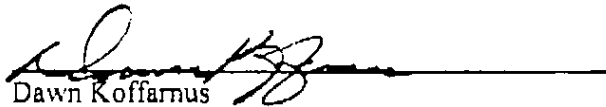

Derrick Chubbs, President

FILED
2023 MAR -7 AM 8:24
CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named to accept service of process for the above-stated Corporation at the place designated in this certificate, hereby agrees to act in this capacity, and is familiar with, and accepts, the obligations of this position and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Dated this 2 day of March, 2023.


Dawn Koffarnus

FILED

2023 MAR - 7 AM 8:24

TELETYPE UNIT
FBI - MIAMI