

N000000004259

"As often as you did it for one of the least of my brothers and sisters, you did it for me." Matthew 25:40



**FOOD FOR THE POOR, INC.**

550 SW 12th AVENUE • DEERFIELD BEACH, FL 33442 • (954) 427-2222 • FAX: (954) 570-7654 • [www.foodforthe poor.org](http://www.foodforthe poor.org)

August 27, 2001

FILED  
01 AUG 29 PM 2:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

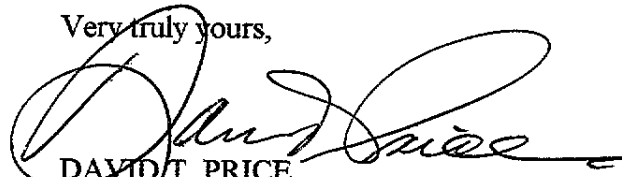
700004562157--3  
-08/29/01--01067--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Food For The Poor Foundation, Inc.

Dear Secretary of State:

We enclose herewith for recording with the office of the Secretary of State the enclosed restated Articles of Incorporation for Food For The Poor Foundation, Inc. together with the appropriate fee for recording.

Very truly yours,

  
DAVID T. PRICE  
General Counsel

Restated Arts  
9-5-01  
PAS

/db  
Encls.

RESTATED ARTICLES OF INCORPORATION

FOOD FOR THE POOR FOUNDATION, INC.

(A Corporation Not For Profit)

**FILED**

—01 AUG 29 PM 2:39

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

At a meeting of the Board of Directors of Food For The Poor Foundation, Inc. a Corporation not-for-profit held August 20, 2001 following the required notice and attended by all of the Members of the Board of Directors of the Corporation, the following Restated Articles of Incorporation of Food For The Poor Foundation, Inc. were approved by unanimous vote .

**I**

NAME

The name of the corporation shall be **FOOD FOR THE POOR FOUNDATION, INC.** (the "Corporation").

**II**

ADDRESS

The address of the principal office of the Corporation and the mailing address of the Corporation shall be 550 S.W. 12<sup>th</sup> Avenue, Deerfield Beach, Florida 33442.

**III**

PURPOSE

The purposes of the Corporation shall be the support of Food For The Poor, Inc., a Florida not-for-profit corporation, through the collection of money, goods, and services solely for distribution to Food For The Poor, Inc. and for such other and further charitable purposes to be conducted on behalf of Food For The Poor, Inc. This Corporation is organized exclusively for charitable purposes in and for the support of Food For The Poor, Inc., all in accordance with the provisions of Section 501 (c) (3) of the Internal Revenue Code as amended, including the making of distributions to other organizations described in Section 501 (c) (3) of the Internal Revenue Code as amended.

**IV**

MEMBERSHIP

1. Members of the Corporation shall be limited to such persons who are sincerely interested in and committed to the purposes of the Corporation.

2. A candidate for membership must be proposed by a Member of the Corporation and seconded by at least two Members of the Corporation, in a letter addressed to the Secretary. Accompanying such letter shall be a resume of the candidate for membership. The acceptance of new Members of the Corporation into the Corporation shall be determined by a majority vote of the Members of the Corporation.

3. A quorum at meetings of Members of the Corporation shall consist of persons present, in

person or by proxy, entitled to cast a majority of the votes of the entire membership. Each active Member of the Corporation shall be entitled to one vote in the overall management of the Corporation.

4. If any Member of the Corporation engages in any unprofessional action or conduct detrimental to the Corporation, the remaining Members of the Corporation shall have absolute discretion to expel or suspend such Member from the Corporation, without recourse.

5. The annual meeting of Members of the Corporation shall be held during the month of December of each year for the purpose of electing Directors and transaction any other business duly authorized to be transacted by the Members of the Corporation. Special meetings of Members of the Corporation shall be held whenever called by the President or Vice-President or by a majority of the Members of the Corporation. At meetings of membership, the membership shall select a Chairman to preside.

## V DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than three (3) and not more than fifteen (15) persons, the exact number to be determined from time to time in accordance with the Bylaws. The Directors shall be elected by the Members of the Corporation. The Members of the Corporation may remove any and all of the Directors from the Board, with or without cause and at such time by the Members of the Corporation as they may determine, in their discretion.

## VI DURATION AND POWERS

The Corporation shall have perpetual existence. The Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida or under the laws of any other jurisdiction in which the corporation shall be incorporated.

## VII OFFICERS

The management of the operation of the Corporation shall be conducted by the Officers in accordance with the Bylaws. The Officers shall be appointed from time to time by the Board of Directors. Officers shall serve at the pleasure of the Board of Directors. Officers can be removed for cause by a majority vote of the Board of Directors or by a majority vote of the Members of the Corporation.

## VIII BYLAWS

The Bylaws of the Corporation shall be adopted, amended or rescinded by the Members of the Corporation in the manner provided by the Bylaws. The Bylaws may contain any provision for

the regulation and management of the affairs of the Corporation not inconsistent with law or with the Articles of Incorporation.

IX  
AMENDMENTS

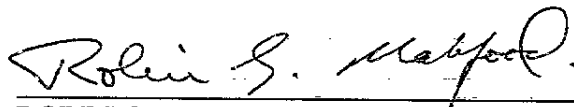
The Articles of Incorporation may be amended or repealed in whole or in part by a majority vote of the Members of the Corporation at a meeting of the Members of the Corporation. Notice of changes to be made to the Articles of Incorporation shall be given to the Members of the Corporation together with the notice of the meeting.

X  
DISSOLUTION

In the event of dissolution of the Corporation all assets remaining after payment of debts and expenses of dissolution shall be distributed in accordance with the direction of the Members of the Corporation to one or more organization which are exempt as organizations described in Section 501 (c) (3) of the Internal Revenue Code as from time to time amended.

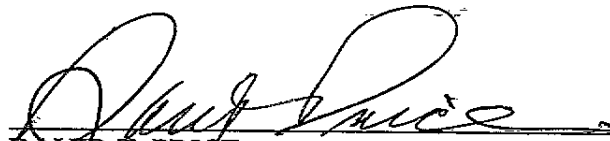
CERTIFICATION

Robin G. Mahfood, President of Food For The Poor Foundation, Inc. does hereby certify that the foregoing Restated Articles of Incorporation of Food For The Poor, Foundation, Inc. were passed and adopted by unanimous vote at a meeting attended by all of the Directors after proper notice held at the Office of the Corporation, 550 Southwest 12<sup>th</sup> Avenue, Deerfield Beach, Florida 33442 on the 20<sup>th</sup> day of August, 2001.



ROBIN G. MAHFOOD,  
President  
Food For The Poor Foundation, Inc.

The foregoing Restated Articles of Incorporation of Food For The Poor Foundation, Inc. is a true and correct copy of the Restated Articles of Incorporation passed and adopted by the Directors on August 20, 2001.



DAVID T. PRICE  
Secretary

Corporate Seal  
Food For The Poor Foundation, Inc.

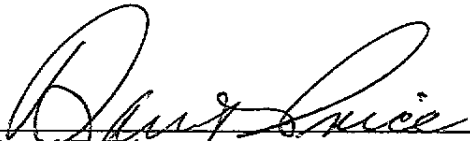
NAME AND ADDRESS OF THE DIRECTORS OF THE CORPORATION SUBSCRIBING TO  
THE RESTATED ARTICLES OF INCORPORATION:

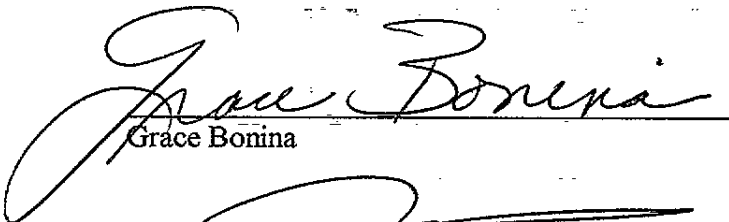
DAVID T. PRICE  
2600 NE 24<sup>TH</sup> ST.  
LIGHTHOUSE POINT, FL 33064

GRACE BONINA  
10105 UMBERLAND PLACE  
BOCA RATON, FL 33428

FR. GREGORY RAMKISSOON  
MUSTARD SEED COMMUNITY, BOX 469  
KINGSTON 6 JAMAICA, WEST IND

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals, this 20<sup>th</sup>  
day of August, 2001.

  
\_\_\_\_\_  
David T. Price

  
\_\_\_\_\_  
Grace Bonina

  
\_\_\_\_\_  
Father Gregory Ramkissoo

STATE OF FLORIDA       )  
                                  ) ss  
COUNTY OF BROWARD    )

BEFORE ME, the undersigned authority, personally appeared, David T. Price, Grace Bonina  
and Father Gregory Ramkissoo, all of whom by me first being duly sworn acknowledged that they

executed the foregoing Restated Articles of Incorporation for the purposes therein expressed, this 20<sup>th</sup> day of August, 2001. Each having provided personally known as identification or each being known to me to be the individual who subscribed to the foregoing restated Articles of Incorporation.



Najat M. Levy  
Commission # DD 000649  
Expires March 20, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc.

Najat M. Levy  
Notary Public

**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 Section 48.091, Florida Statutes, the following Certificate is submitted:

FOOD FOR THE POOR FOUNDATION, INC., a corporation Not For Profit desiring to organize under the laws of the State of Florida, having its principal office in the City of Deerfield Beach, County of Broward, State of Florida, has named DAVID T. PRICE, ESQ., as its agent to accept service of process within this State. Such agent's office is located at 550 SW 12<sup>th</sup> Avenue, City of Deerfield Beach, County of Broward, State of Florida, 33442.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Section 48.091, Florida Statutes.

David T. Price  
DAVID T. PRICE,  
Registered Agent