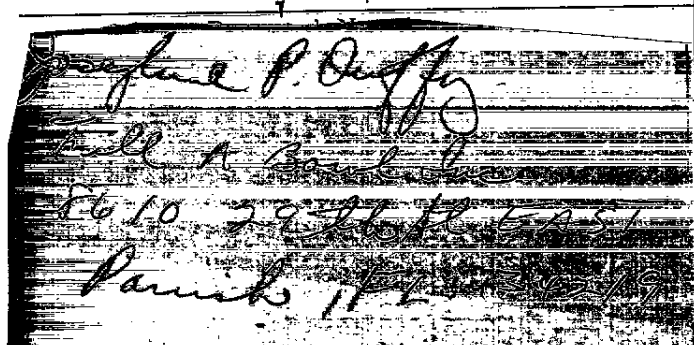


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Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

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-02/19/01-01072-022  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in    ☐ Pick up time \_\_\_\_\_    ☐ Certified Copy  
☐ Mail out    ☐ Will wait    ☐ Photocopy    ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☒ Amendment *amended & restated*  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 FEB 19 AM 10:29

FILED

Examiner's Initials

*Ca 2/24/01*

Fill A Bowl, Inc.  
Josephine P. Duffy  
8610 29<sup>th</sup> Street East  
Parrish, Florida 34219  
January 24, 2001

Florida Department of State  
~~Katherine Harris~~  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Dear Madam:

*amended and Restated*

- ① Please find enclosed the ~~changes to amend the~~ articles of incorporation for:

Fill A Bowl Inc.  
Employer Id# 65-1037817

- ② Please return a certified copy  
of 1- ~~amended & restated~~ articles of incorporation and  
~~2- Fill A Bowl Inc. Bylaws~~.

Sincerely,

*Josephine P. Duffy*

Josephine P. Duffy  
President, Fill A Bowl Inc.

*So I may forward them to the IRS*

- ③ Enclosed is a check for these  
copies.

- ④ These changes are to comply with the IRS  
for 501(c)3. Non-Profit

6-1-941-748-  
4453  
*Steven Morris*

FILED  
01 FEB 19 AM 10:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amended  
and Restated

# ARTICLES OF AMENDMENT

to

# ARTICLES OF INCORPORATION

of

Fill A Bowl, Inc.  
(present name)

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

**FIRST:** Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

attached

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECOND:** The date of adoption of the amendment(s) was: 2/12/2001

**THIRD:** Adoption of Amendment (CHECK ONE)

- ☒ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

Corporation Name  
Josephine P. Duffy - President  
Signature of Chairman, Vice Chairman, President or other officer  
JOSEPHINE P. DUFFY  
Typed or printed name  
President Title  
2/13/2001 Date

*Admended and Restated* ARTICLES OF INCORPORATION

OF

FILL A BOWL, INC.

The following are Articles of Incorporation executed pursuant to the Florida Corporations Not-For-Profit Act, Florida Statutes, Chapter 617.

ARTICLE I

The name of this corporation is FILL A BOWL, INC.

ARTICLE II

The duration of this corporation shall be perpetual. Commencement of this corporation's existence shall be the time of filing of these Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III

This corporation is formed for the following purposes:

1. Our mission is to provide financial support to those agencies that are not-for-profit who feed the hungry.
2. To conduct at least one annual "Fund Raising" event (i.e. "Empty Bowls Luncheon") and have all the proceeds generated be "gifted" to selected not-for-profit organizations in Manatee county that feed the hungry.
3. We are also committed to education by raising community awareness of the number of people and families that rely on programs that provide food to the hungry in our area.
4. To empower others to use their talents to serve the hungry by supporting the "Empty Bowls" fund raising luncheon, i.e. local art leagues etc.
5. To operate for the advancement of religion, charity, education, and other charitable purposes, by the distribution of its funds for such purpose.

J.P.D. 2/12/2001 (Josephine P. Duff)  
SJM 2/12/01 Steve J. Morris

6. For the purposes of helping the needy, homeless, and poverty stricken of the world.
7. To operate exclusively for such religious, charitable and educational purposes as will qualify it as an exempt organization under the Internal Revenue Code, including for such purposes, the making and distributions to organizations which qualify as tax-exempt organizations under said Code.
8. The corporation may do all and everything necessary and proper for its purpose as a not-for-profit corporation organized exclusively for charitable, religious, scientific and educational purposes pursuant to Florida Corporations Not-For-Profit Act set forth in Florida Statutes, Chapter 617.
9. Notwithstanding any other provision of these Articles to the contrary, 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law.) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law.)

#### ARTICLE IV

This corporation shall have all the powers set forth in section 617.021, Florida Statutes.

#### ARTICLE V

1. The only members of this corporation shall be its Directors.
2. The members of this corporation shall have no right, title or interest whatsoever to its income, property or assets; nor shall any portion of such income, property or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities or obligations of the corporation, and shall not be subject to any assessments.

J.P.D. (Jeffrey P. Duff)  
JM 2/12/2001 Steven J. Martin

## ARTICLE VI

This article shall be a certificate designating a registered agent and a registered and principal office.

The name and address of this corporation's initial registered office and registered agent, in compliance with Section 607.324, Florida Statutes, are:

Registered Agent: Josephine P. Duffy

Registered Office: 8610 29<sup>th</sup> Street East  
Parrish, Florida 34219

I hereby agree to act in the capacity as said registered agent and agree to comply with the provisions of Section 48.091, Florida Statutes, in keeping the registered office of the corporation open every day from 10:00 a.m. to 12:00 noon, except Saturdays, Sundays and legal holidays, during which period of time as registered agent, I will be at said office in order to receive service of process.

I further agree to cause the corporation to keep a sign posted in the office in some conspicuous place designating the name of the corporation and the name of the registered agent upon whom service of process may be served.

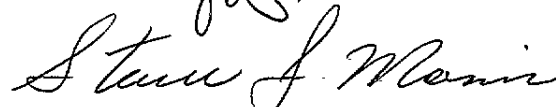
  
Josephine P. Duffy

## ARTICLE VII

The powers of this corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors. The number of the Directors shall not be less than three (3). However, such number may be increased by a Bylaw duly adopted by the members of the corporation.

Directors elected at the first annual meeting, and at all occasions thereafter, shall serve for a term of one year or until the first annual meeting of members after they take office; members may be re-elected. Special meetings of the general membership may be called at any time on thirty (30) days notice for the recall or replacement of Directors according to established Bylaws.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written

J.P.D. (Josephine P. Duffy)  
JM 2/12/2001 

consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote in regular meetings of the Board of Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such first members of the Board of Directors are:

Josephine P. Duffy  
8610 29<sup>th</sup> Street East  
Parrish, Florida 34219

Harriet Broyles  
7312 Eleanor Circle  
Sarasota, Florida 34223

Steven Morris  
8745 28<sup>th</sup> ST Circle East  
Parrish, Florida 34219

Callie Bradshaw  
102 8<sup>th</sup> ST East, Apt 105  
Palmetto, Florida 34221

#### ARTICLE VIII

The initial officers of the corporation shall be a President, Vice President, Treasurer and Secretary. The Board of Directors may elect additional officers as the Bylaws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

President	Josephine P. Duffy
Vice President	Harriett Broyles
Treasurer	Steven Morris
Secretary	Callie Bradshaw

#### ARTICLE IX

The names and addresses of each subscriber are the same person as set forth in Article VIII above.

J.P.D. (Josephine P. Duffy)  
2/12/2001 Steven J. Morrin  
JM

#### ARTICLE X

The original Bylaws of this corporation shall be made, prepared and adopted by the Board of Directors. Thereafter, the Bylaws may be added to, rescinded or amended by the general membership at a regular meeting or at any special meeting where such action is one of the purposes for which said meeting is called, by a majority of the members present.

#### ARTICLE XI

These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose by a quorum of members for their vote. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendments.

#### ARTICLE XII

The property of this corporation is irrevocably dedicated to charitable purposes, and or part of the net income or assets of this corporation shall never inure to the benefit of any Director, officer or member thereof, or to the benefit of any private individual.

#### ARTICLE XIII

1. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under the Internal Revenue Code, or corresponding provisions of any subsequent federal tax law.
2. Said organization is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

J.P.D. *Josephine P. Duff*  
2/12/2001 *Steve J. Morris*  
SJM



3. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not be the participate in, or the intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by any organization 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 an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
4. Upon the dissolution of the organization, 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. Any assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determined, which are organized and operated exclusively for such purposes.

*(Josephine P. Duff)*  
J.P.D.  
2/12/2001.  
SSM *Stearns & Morris*