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Division of Corporations

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## Florida Department of State

Division of Corporations

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## FLORIDA NON-PROFIT CORPORATION

**TWELVE WICKER BASKETS, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

of

**TWELVE WICKER BASKETS, INC.**

The undersigned, acting as incorporators of a non-profit charitable corporation under Chapter 617 of the Corporation act, of the laws of the State of Florida adopts the following Articles of Incorporation for such Non-Profit Corporation:

**ARTICLE I-NAME**

The name of the Corporation is and shall be hereinafter known as:

Twelve Wicker Baskets, Inc.

**ARTICLE II-PRINCIPAL OFFICE AND REGISTERED AGENT**

The principal place of business and mailing address of this corporation shall be 334 N.E. 7th Avenue, Ft. Lauderdale, FL 33301 and the name of its initial registered agent for process at that address shall be Samir Nicholas. The principal office and the registered office are the same address.

**ARTICLE III-PURPOSE**

The period of the duration of this corporation shall be perpetual.

The purposes for which this corporation is formed and organized are as follows:

Prepared By: Stephen L. Bening, 5720 Lakeside Drive, #619, Margate, FL 33063.  
Telephone (954) 979-9916

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The corporation is organized and shall be operated exclusively for religious, charitable and educational purposes. In order to accomplish those objectives and to implement them, the corporation shall also have the power to do each and every one of the following:

(A). To aid, support, maintain or assist, by gift, donation or otherwise, established religious, charitable and educational institutions and activities which are qualified under Section 501 (c) (3) of the Internal Revenue Code of 1954, or comparable sections of any future Internal Revenue Code, whose objects or purposes include, but are not limited to, any one or more, or all of the following:

(1). Establishment of an endowment program to fund the acquisition, gathering and transportation of available free and bargain purchase food from existing sources to the more than 200 Daily Bread Food Bank centers that currently operate in the United States under the management and ownership of America's Second Harvest, the largest charitable organization involved in the feeding of homeless people in the United States Of America;

(2). Advancement of Education;

(3). The instruction or training of the individual for the purpose of developing his capabilities;

(4). The instruction of the public on subjects useful to the individual and beneficial to the community;

(5). To address the problems of the homeless and the poor and to help the most vulnerable, at-risk members of society such as the hungry, needy, elderly, youth working poor, mentally ill and victims of substance and alcohol abuse in general;

(6) To alleviate hunger in this country;

(B). To solicit and accept voluntary contributions and to accept, receive and administer, for its exclusive purpose, cash and other property, whether the same be real, personal or mixed, by gift, grant, devise, trust instrument, bequest, exchange or otherwise.

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(C). To establish, maintain, operate, and control, directly or indirectly, an institution of education, offering consultation, correspondence and seminar courses, instruction and training in all fields of secular and religious education.

(D). To establish, maintain, operate and control a counseling center to work in conjunction with ministers, medical doctors, psychologists and hospitals to bring about the healing and well being of individuals who seek guidance from the organization.

(E). To have and maintain such office or offices and related equipment as are necessary, convenient or expedient to administer the affairs of said corporation in the furtherance of the above mentioned purpose (s) and to do any and all other acts and things necessary, convenient or expedient both within and without the premises and both within and without the State of Florida in order to effectively receive, administer, manage, operate, disburse and control funds and/or property of any nature which the corporation may have, all in the furtherance of the above-mentioned exclusive purpose(s) of said corporation and do any and all other acts and things which may become necessary which are permitted under the laws of the State of Florida and under section 501 (c) (3) of the Internal Revenue Code.

#### ARTICLE IV-STOCK AND RESTRICTED ACTIVITIES

The corporation shall have no stated capital or capital stock. It is organized and shall be operated exclusively for religious, charitable and educational purposes, and not for financial gain. No part of the net earnings shall inure to the benefit of any shareholder or individual, and no part of the activities of the corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, nor intervene in (including any publishing or distribution of statements) any political campaign on behalf of any candidate for public office, and any receipts of the corporation in excess of the expense of the conducting and operation thereof shall be applied by the Directors to carry out the purpose(s) of this organization and operation, as they, in their judgment, may deem wise.

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The corporation shall not engage in any transaction, operation or otherwise which is specifically prohibited by the Internal Revenue Code or its regulations issued thereunder. The purpose(s) shall, at all times, be exclusively religious, charitable, and educational.

#### ARTICLE V-BOARD OF DIRECTORS

Subject to the limitations provided by law, all corporate powers and purposes shall be exercised by or under authority of; and the business affairs of such corporation shall be managed and conducted by a Board of Directors, the qualifications, manner of election and term of office which may be prescribed by the Bylaws of the corporation.

The Initial Board of Directors shall consist of:

Samir Nicholas Chairman	of	334 N.E. 7th Avenue Ft. Lauderdale, FL 33301
Douglas Morgan Director	of	297 Deer Creek Boulevard Deerfield Beach, FL 33442
Stephen L. Bening Director, Treasurer	of	5720 Lakeside Drive, #619 Margate, FL 33063

#### ARTICLE VI-AMENDMENTS

The corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation, in the manner consistent with the laws of the State of Florida, the Internal Revenue Code and in conformity with the Bylaws, if such are executed.

#### ARTICLE VII-ACTIVITIES

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

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(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.

#### ARTICLE VIII-DISSOLUTION AND DISTRIBUTION OF ASSETS

Upon the dissolution of the corporation 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 public purposes. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE IX-INCORPORATOR

The name and address of the Incorporator for this Corporation is:

Samir Nicholas                      of    334 N.E. 7th Avenue  
Chairman                                      Ft. Lauderdale, FL 33301

#### ARTICLE X-MEMBERS


The members of the Corporation shall be those whose names are subscribed hereto and such additional members as may be admitted upon qualification, mode of election, terms of admission, expulsion, and suspension as shall be prescribed by the By-Laws and all members admitted after incorporation shall have the rights and privileges, and shall be subject to the same responsibilities, as members prior to incorporation.

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We, the undersigned incorporators, being persons legally competent to enter into contracts for the purpose of forming a corporation under Laws of the State of Florida, do hereby associate ourselves together for such purpose, and pursuant thereto do hereby adopt the above Articles of Incorporation for said corporation.

These Articles of Incorporation are hereby dated and executed this 25 Day of May, 2001.

  
Samir Nicholas  
Incorporator

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SECRET  
TALLAHASSEE, FLORIDA**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under laws of the state of Florida, submits the following statement in designating the registered agent, in the state of Florida.

1. The name of the corporation is: Twelve Wicker Baskets, Inc.
2. The name and address of the registered agent and office is:  
Samir Nicholas of 334 N.E. 7th Avenue  
Chairman Ft. Lauderdale, FL 33301

The principal office and the registered office are the same address.

SIGNATURE

TITLE

DATE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE

DATE

**REGISTERED AGENT FILING FEE: \$35.00**

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