

Law Offices

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July 19, 2001

ROBERT J. STANZ  
863-499-5730

Internet Address:  
rstanz@hklaw.com

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32399

600004492366--6  
-07/23/01--01119--013  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: HELPFUL HARVEST OF FLORIDA, INC.

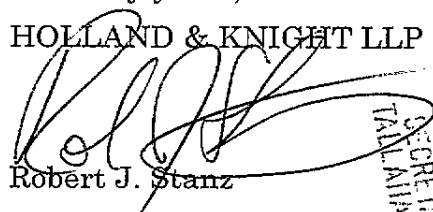
Dear Sir or Madam:

Enclosed for filing are the original Articles of Incorporation and two (2) copies for HELPFUL HARVEST OF FLORIDA, INC., a not-for-profit corporation, along with a check in the amount of \$87.50 for the filing fee, registered agent designation, and a certified copy. After filing, please forward the certified copy to me at 6302 Butternut Drive, Lakeland, FL 33813.

If you have any questions or comments, please do not hesitate to give me a call.

Sincerely yours,

HOLLAND & KNIGHT LLP

  
Robert J. Stanz

enclosures

LAK1 #229027 v1

FILED  
01 JUL 23 PM 4:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. BROWN JUL 25 2001

ARTICLES OF INCORPORATION  
OF  
HELPFUL HARVEST OF FLORIDA, INC.

FILED  
01 JUL 23 PM 4:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
CORPORATE NAME

The name of this corporation is Helpful Harvest of Florida, Inc.

ARTICLE II  
CORPORATE NATURE

This is a not-for-profit corporation organized pursuant to the provisions of Chapter 617, Florida Statutes.

ARTICLE III  
DURATION

The corporation shall exist perpetually.

ARTICLE IV  
PURPOSE

The primary purpose for which this corporation is formed is to provide assistance to the elderly with their nutritional needs.

(1) This corporation is authorized to receive and maintain real or personal property, or both, and subject to the restrictions and limitations set forth below, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and regulations issued pursuant thereto as now exist or as may hereafter be amended or adopted (the "Code"). Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

(2) No substantial part of the activities of the corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or interfere in (including the publication or distributing of statements) any political campaign on behalf of any candidate for public office, at any time.

(3) The corporation shall distribute its income, if any, for each taxable year at such time and in such manner as not to become subject to tax on undistributed income under Section 4942 of the Code.

(4) The corporation shall not engage in any act of self-dealing as defined in Section 4941(c) of the Code.

(5) The corporation shall not retain any excess business holdings as defined in Section 4949(c) of the Code.

(6) The corporation shall not make any investments in such a manner as to subject it to tax under Section 4944 of the Code.

(7) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

In furtherance of its purposes, the corporation shall have all of the corporate powers enumerated in Section 617.0302, Florida Statutes, as such statute may be amended from time to time.

## ARTICLE V MEMBERS

The corporation shall not have members. All powers of this corporation shall be vested in the Board of Directors, as shall be more fully set forth in the Bylaws of the corporation, as such may be amended from time to time, unless otherwise specified below.

## ARTICLE VI BOARD OF DIRECTORS

A. Board of Directors. The power of this corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors, which shall be elected as provided for in the Bylaws. The Board of Directors shall consist of not less than three (3) nor more than five (5) persons. The initial number of directors of the corporation shall be three (3); provided, however that such number

may be increased or decreased at any time by resolution duly adopted by the Board. At all times the number of directors shall be an odd number. The term of office for all directors shall be three years. By resolution, the initial directors may elect to stagger their terms, such that the term of each shall expire in a different year. Subsequent directorships may, by resolution of the Board of Directors, have an initial term of less than three years to serve the same purpose.

The name and address of the initial directors of the corporation are;

	<u>Name</u>	<u>Address</u>
1.	Robert J. Stanz	6302 Butternut Drive Lakeland, Florida 33813
2.	Deanna L. Stanz	6302 Butternut Drive Lakeland, Florida 33813
3.	Helen Stankiewicz	4943 Colonnades Circle East Lakeland, Florida 33811

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 of the members of the board shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board and shall be effective when the last director signs such consent, unless the consent specifies a different date. Any such action by written consent shall have the same force and effect as if taken by a vote of directors at a meeting.

## **ARTICLE VII**

### **DISTRIBUTION OF ASSETS**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation set forth in Article IV, in such a manner, and to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as a exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of at the direction of the Chief Judge of the Circuit Court in and for Polk County, Florida.

**ARTICLE VIII**  
**DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to promoting the purposes set forth in Article IV above, and no part of the net income or assets of this corporation shall inure to the benefit of any director or officer thereof, or to the benefit of any private individual.

**ARTICLE IX**  
**REGISTERED AGENT AND OFFICE**

The address of the corporation's initial principal office and registered office shall be 6302 Butternut Drive, Lakeland, Florida 33813, and the name of its registered agent at said address shall be Robert J. Stanz.

**ARTICLE X**  
**AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be made at any time in accordance with the Bylaws and by a resolution duly adopted by the Board of Directors.

**ARTICLE XI**  
**INCORPORATOR**

The name and street address of the Incorporator of these Articles of Incorporation are:

Robert J. Stanz, Esq.      92 Lake Wire Drive, Lakeland, Florida 33815  
Holland & Knight LLP

The undersigned Incorporator has executed these Articles of Incorporation  
this 19th day of July, 2001.

  
Robert J. Stanz

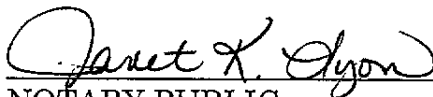
STATE OF FLORIDA  
COUNTY OF ~~POLK~~ ORANGE

The foregoing instrument was acknowledged before me this 19th day of July,  
2001, by Robert J. Stanz, ☒ who is personally known to me OR ☐ who has produced  
\_\_\_\_\_ as identification.

(SEAL)



Janet K. Lyon  
MY COMMISSION # CC921868 EXPIRES  
March 21, 2004  
BONDED THRU TROY FAIR INSURANCE, INC.



NOTARY PUBLIC

Name: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

My Commission Number: \_\_\_\_\_

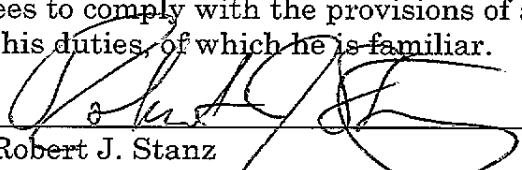
CERTIFICATE DESIGNATING REGISTERED  
AGENT AND OFFICER

FILED  
01 JUL 23 PM 4:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent in the State of Florida.

That Helpful Harvest of Florida, Inc., desiring to organize and qualify as a not-for-profit corporation under the laws of the State of Florida, with its initial registered office at 6302 Butternut Drive, Lakeland, Florida 33813, has named Robert J. Stanz, Esq., whose address is 6302 Butternut Drive, Lakeland, Florida 33813, as its Registered Agent to accept service of process within the State of Florida; and

That, having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, Robert J. Stanz, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper performance of his duties, of which he is familiar.

  
Robert J. Stanz

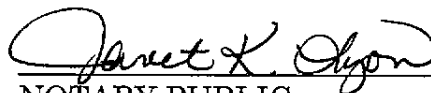
STATE OF FLORIDA  
COUNTY OF ~~POLK~~ ORANGE

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of July, 2001, by Robert J. Stanz, who is personally known to me or has produced \_\_\_\_\_ as Identification.

(SEAL)



Janet K. Lyon  
MY COMMISSION # CC921068 EXPIRES  
March 21, 2004  
BONDED THRU TROY FAIR INSURANCE, INC.



NOTARY PUBLIC

Name: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

My Commission Number: \_\_\_\_\_