

# NO2000002049

## TRANSMITTAL LETTER

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02 MAR 15 AM 11:26

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Northeast Florida Food Bank, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

Tim E. Davis  
Name (Printed or typed)

900005111309--1  
-03/18/02--01005--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

4517 Attleboro St  
Address

JAY FL 32205  
City, State & Zip

904-388-8376  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

D. WHITE MAR 21 2002

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**ARTICLES OF INCORPORATION**

**OF**

**Northeast Florida Food Bank, Inc.**

**A Non-profit Corporation**

**ARTICLE I**

The name of the corporation is Northeast Florida Food Bank, Inc.

**ARTICLE II**

The Principal place for business or this corporation will be in North East Florida and the mailing address of the corporation will be 4517 Attleboro Street Jacksonville, FL 32205.

The corporation shall have perpetual duration.

**ARTICLE III - NON-PROFIT CORPORATION  
AND CHARITABLE PURPOSES**

The corporation shall be a non-profit corporation organized pursuant to the provisions of the Florida Non-Profit Corporation Code. It shall be organized and operated exclusively for public, charitable and educational uses and purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. In furtherance of such purposes, the corporation shall have full power and authority:

(A) To establish, maintain, administer, and/or participate in programs to improve the nutritional status of residents of the low-income community, to include but not be limited to establishment of feeding programs for children, adults, and the elderly and establishment of a food bank, at no cost to those not able to pay for such services and at low cost to those able to pay for such services.

(B) To provide counseling and other educational services in health and nutrition to low-income residents of the community.

(C) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the corporation, as set forth in this section of these Articles of Incorporation, including the exercise of all other power and authority enjoyed by the corporations generally by virtue of the provisions of the Florida Non-Profit Corporation Code (within and subject to the limitations of Section 501 (c) (3) of the Internal Revenue Code).

The corporation shall serve only such purposes and functions and shall engage only in such activities as consonant with the purposes set forth in this Article III and as are entitled to charitable status under Section 501 (c) (3) of the Internal Revenue Code of 1954, as from time to time amended.

The above-mentioned power and authority is extended to the corporation so that, through these public, charitable and educational activities, the corporation will set a positive example of people helping, caring for and working together to improve the quality of life in the community and to revitalize community spirit.

**Publicly Supported Tax-exempt Non-Profit Corporation**

The corporation shall be neither organized nor operated for pecuniary gain or profit.

(A) No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, any director, officer, or trustee of the corporation, or any other private person; but the corporation 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 Article IV hereof.

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(B) The corporation shall not carry on propaganda, or otherwise attempt to influence legislation, except as otherwise provided in section 501 (b) of the Internal Revenue Code, to an extent that would disqualify it for tax exemption under Section 501 (c) (3) of the Internal Revenue Code by reason of attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publication for distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(C) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on:

(i) By a corporation exempt from federal income taxation under Section 501 (c) (3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509 (a) of the Internal Revenue Code; or

(ii) By a corporation, contributions to which are deductible for federal income tax purposes under Section 170 (c) (2) of the Internal Revenue Code.

It is intended that the corporation shall have, and continue to have, the status of an organization which is exempt from income taxation under Section 501 (c) (3) of the Internal Revenue Code and which is other than a private foundation within the meaning of section 509 (a) of the Internal Revenue Code. All terms and provisions of the Articles of Incorporation and the by-laws of the corporation, and all authority and operations of the corporation, shall be construed, applied and carried out in accordance with such intent.

#### ARTICLE IV

##### Board of Directors

The Board of Directors shall have general charge of the affairs and any property and assets of the corporation. It shall be the duty of the directors, and such officers and committees of said Board of Directors may elect or appoint in conformity with the Articles of Incorporation and with the by-laws of the corporation, to carry out the purposes and functions of the corporation. The directors shall be elected and may be removed for cause in accordance with the by-laws of the corporation and shall have the powers and duties set forth in these Articles of Incorporation and in the by-laws, to the extent that such powers and duties are not inconsistent with the status of the corporation as a non-profit corporation which is exempt from federal income taxation under Section 501 (c) (3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509 (a) of the Internal Revenue Code. The Board of Directors shall have no liability for any claims brought against Northeast Florida Food Bank, Inc. The method of election or appointment of directors shall be in accordance with the By-Laws of the corporation.

The affairs of the corporation shall be governed by a Board of Directors. The initial Board of Directors shall consist of four (4) members. After corporate existence has begun, an organization meeting of the initial Board of Directors shall be held. The Board of Directors must maintain a minimum number of (4) active Board Members. The corporation shall give a written notice of at least four (4) days, by mail, to each of said Directors giving the time and place of the meeting. The names and addresses of the Board of Directors are as follows:

#### ARTICLE V

##### Board of Directors

Cindy L. Wagner  
America's Second Harvest of the Big Bend, Inc.  
3822 Bell Road  
Tallahassee, Fl. 32333

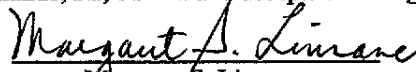
A.K. Hawley Botchford  
Harry Chapin Food Bank of SW FL, Inc.  
6789 Carmelle Drive  
Fort Myers, FL. 33919

Margaret S. Linnane  
Second Harvest Food Bank of Central FL, Inc.  
1135 Shady Lane Dr.  
Orlando, FL, 32804

Frank Teaken  
Second Harvest Food Bank of Central FL, Inc.  
2574 Auld Scot Blvd.  
Ocoee, FL 34761

#### ARTICLE VI

The registered agent for Northeast Florida Food Bank, Inc., is Margaret S. Linnane and she is located at 1135 Shady Lane Dr. Orlando, FL, 31601. and accepts the designation as registered agent.

  
Margaret S. Linnane

#### ARTICLE VII INCORPORATOR

The name and address of the Incorporator is as follows:

Franklin James Richards II  
1411 Harbin Circle  
Valdosta, GA, 31601  
(229) 244-2678  
(229) 244-3587  
[frank@valdostafoodbank.org](mailto:frank@valdostafoodbank.org)

#### ARTICLE VIII

For purposes of these Articles of Incorporation, "charitable purposes" includes charitable, religious, scientific, literary, or educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, contributions for which are deductible under Section 170 (c) (2) of the Internal Revenue Code. All references in these Articles of Incorporation to sections of the Internal Revenue Code of 1954, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under sections and provisions.

In the event of dissolution, the residual assets of Northeast Florida Food Bank, Inc., will be turned over to one or more organizations described in Section 501 (c) (3) and Section 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or Local Government of exclusive purpose.

#### ARTICLE IX

##### Amendments

These Articles of Incorporation may be amended at any time and from time to time in the following manner:

The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Board Members entitled to vote thereon, which may be either an annual or special meeting. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote at such meeting in accordance with the by-laws. The Proposed amendment shall be adopted upon receiving at least two-thirds of the votes of members present at such meeting or represented by proxy, subject to the limitations on such proxy as set forth in the by-laws, are entitled to cast.

The by-laws of the corporation may be amended at any time and from time to time at a meeting of the Board of Directors upon receiving the vote of the majority of directors then in office.

IN WITNESS WHEREOF, the Incorporator has executed these

Articles of Incorporation this Seventh day of March 2002.

 03/07/2002  
\_\_\_\_\_  
INCORPORATOR

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