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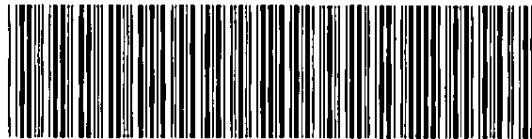
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S. PRATHER

## COVER LETTER

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

SUBJECT: The Food Pantry of Indian River County, Inc  
CORPORATE NAME

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

☒ \$35.00      ☐ \$43.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☐ \$43.75      ☐ \$52.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status  
**ADDITIONAL COPY REQUIRED**

FROM: Thomas Mackie  
Name (Printed or typed)  
2206 16th Avenue  
Address  
Vero Beach, FL 32967  
City, State & Zip  
(772) 643 1975  
Daytime Telephone number  
foodpantryirc@icloud.com  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the document.**

RESTATED ARTICLES OF INCORPORATION

ARTICLE I

Name

The name of the Corporation is THE FOOD PANTRY OF INDIAN RIVER COUNTY, INC.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this Corporation shall be:

2206 16<sup>th</sup> Avenue  
Vero Beach, FL 32960

ARTICLE III

Business and Purposes

The purpose of this Corporation is to:

1. To collect and distribute food, for the disadvantaged residents and transient disadvantaged people of Indian River County, Florida.
2. To solicit and collect donations of food and money from area churches, businesses and other institutions and foundations for the purchase of food and for the support of our operations.
3. To provide a mechanism within reason to receive monies, endowments, trusts, estates, grants, and other real and personal property.

In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in the Florida Not-for-Profit Corporation Act and will follow all the guidelines of the Florida Not-For-Profit Corporation Act.

#### ARTICLE IV

##### Distribution of Net Earnings

No part of the net earnings of the Corporation 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 Article III above. Notwithstanding any other provision of these articles the organization shall not carry on any other activities not permitted to be carried on (a) by an 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.

#### ARTICLE V

##### Distribution of Assets at Dissolution

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 such assets not so disposed of shall be disposed of by the appropriate court 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 determine, which are organized and operated exclusively for such purposes.

ARTICLE VI  
Board of Directors

The Board of Directors of this Corporation shall consist of not less than three (3) nor more than fifteen (15) individuals, the exact number of directors to be fixed from time to time by the members or the by-laws. The business and affairs of this Corporation shall be managed by the Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the members. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this Corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be members. The members of this Corporation may remove any director from office at any time with or without cause.

ARTICLE VII  
Officers

The affairs of the Corporation are to be managed by a President, a Vice-President, a Secretary and/or a Treasurer and such other officers as may be provided in the by-laws. These Officers shall be elected as provided in the by-laws.

ARTICLE VIII  
By-Laws

- A. The power to adopt the by-laws of this Corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this Corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered,

amended or repealed by vote of the members entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the members, and the members may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

- B. The by-laws of this Corporation shall be for the government of this Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this Corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

#### ARTICLE IX

##### Amendment of Articles of Incorporation

This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

#### ARTICLE X

##### Article Consolidation

These adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

#### ARTICLE XI

##### Adoption

These restated articles of incorporation we're adopted by the Board of Directors on June 24, 2023.

IN WITNESS WHEREOF, this certificate has been signed on this 6<sup>th</sup> day of May,  
2024.

                     *TL MacLellan*  
\_\_\_\_\_  
VICE PRESIDENT

2024 MAY 13 AM 7:42

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