

ND4000011512

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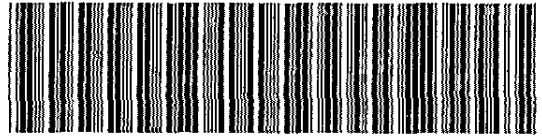
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05 JAN 11 PM 1:17  
SECRETARY OF STATE  
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Amended +  
Restated AR.

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05 JAN 15 AM 8:42  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

1991 Sussex Drive East  
Orange Park, Florida 32073  
December 31, 2004

Ms. Tammy Hampton  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: WASTE NOT WANT NOT, INC.; Document N04000011512

Enclosed is an original and two (2) copies of the Amended and Restated Articles of Incorporation for Waste Not Want Not, Inc. and a check for \$43.75. Waste Not Want Not, Inc. has no members and directors have not yet been elected. The Amended and Restated Articles are therefore submitted for filing by the undersigned sole incorporator. A certified copy of the Restated Articles is hereby requested.

Thank you for your attention to this matter.

Sincerely,



Linda Codini  
Sole Incorporator  
Waste Not Want Not, Inc.

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
FOR  
WASTE NOT WANT NOT, INC.  
(A Florida Non Profit Corporation)

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

There being no members or directors, the undersigned, incorporator of this corporation pursuant to Chapter 617, Florida Statutes, hereby amends and restates the Articles of Incorporation in their entirety as follows:

ARTICLE I – NAME

The name of the corporation shall be: Waste Not Want Not, Inc.

ARTICLE II – LOCATION

The principal place of business and the mailing address of this corporation shall be:

1991 Sussex Drive East  
Orange Park, Florida 32073

ARTICLE III – PURPOSE

The corporation is organized as a corporation not for profit, exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including but not limited to the following: To provide a center for the collection and dispersal of food, clothing and other items to the poor and to other charitable organizations serving the poor. The corporate powers of the corporation are as provided in Section 617.0302, Florida Statutes, except to the extent such powers are limited by the following provisions of this Article:

(a) No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that 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 III hereof.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Internal Revenue Code), and the corporation shall not participate in or intervene in (including the publishing or distributing 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, the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(d) Upon the dissolution of the corporation, the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the 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 a court of competent jurisdiction 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 IV – DIRECTORS

The business affairs of the corporation shall be managed by a board of directors which shall consist of no less than three persons. The manner in which directors shall be elected or appointed shall be set forth in the Bylaws.

#### ARTICLE V – AMENDMENTS

These Articles of Incorporation may be amended in the manner set forth in the Bylaws.

#### ARTICLE VI – REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the corporation shall be 1991 Sussex Drive East, Orange Park, Florida 32073, and the initial registered agent at that address shall be LINDA CODINI.

#### ARTICLE VII – INCORPORATOR

The name and street address of the incorporator for this corporation is: Linda Codini, 1991 Sussex Drive East, Orange Park, Florida 32073.

The undersigned incorporator has executed these Amended and Restated Articles of Incorporation this 31<sup>st</sup> day of December, 2004.

  
LINDA CODINI