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FLORIDA NON-PROFIT CORPORATION
MOBILE CATERING ASSOCIATION OF FLORIDA, INC.

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**ARTICLES OF INCORPORATION
OF
MOBILE CATERING ASSOCIATION OF FLORIDA, INC.**

The undersigned hereby associate themselves to form a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, do hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: MOBILE CATERING ASSOCIATION OF FLORIDA, INC.

ARTICLE II - PURPOSES

The purposes for which the corporation is organized are:

In general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the corporation. Specifically, the Corporation shall be organized to unite individuals and entities engaged in the mobile catering business within the State of Florida to promote and protect the mutual interests of the Corporation's members and the industry at large, to provide a forum for sharing of solutions and educational materials gained by its members to assure the more efficient and healthy delivery of food to the public by the mobile catering industry in Florida, to formulate and maintain standards of the mobile catering industry in its interaction with the public and individual members and in general to promote the image and exposure of the mobile catering industry.

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The purposes for which this corporation is organized shall be limited to those which promote the business interests of the mobile catering industry. In no event shall this corporation engage in any activity which would be contrary to the purposes and activities permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986.

The Corporation shall not be operated for the primary purpose of carrying on or operating a business of a kind regularly carried on for profit.

No compensation or benefit shall be paid to any member, officer, director, trustee, creator or organizer of the corporation except as a reasonable allowance for services actually rendered to or for the corporation.

The corporation is organized to serve the interests of the mobile catering industry in the State of Florida. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE III - POWERS

The corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the corporation is organized. In no event, however, shall the corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of any private individual.

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ARTICLE IV - MEMBERS

Voting Members of the corporation shall consist of:

- (a) Individuals serving as Directors of the corporation; and
- (b) Individuals elected to the membership in the Corporation.
- (c) To become a voting member of the corporation, an individual shall be

selected in accordance with the provisions of the Bylaws of the Corporation.

ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI - OFFICERS AND DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors consisting of not less than four (4) nor more than eleven (11) persons. The number of directors shall be fixed in the By-Laws of this corporation. Annual elections will be held on the 31st day of December, of each year or such other date as selected by the Board of Directors. Election shall be by a majority vote of the members of this corporation in attendance at the annual meeting of the membership of this corporation.

The officers of the corporation shall consist of a President, Vice President, Secretary/Treasurer. Each officer shall serve for a term of one (1) year, beginning the 1st day of the month immediately following his election by a majority of the Board of Directors at the annual meeting of the Board of Directors. Officers may be re-elected to serve subsequent terms. In the event of a vacancy on the Board of Directors or in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired term.

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ARTICLE VII - NAMES OF OFFICERS

The names of the officers who are to serve until the first election under the Articles of Incorporation are as follows:

<u>Name</u>	<u>Office</u>
Michael Ventimiglia	President
Timothy Delaney	Vice President
Annmarie Stumpp	Secretary
Sal Mancino	Treasurer

ARTICLE VIII - FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be four (4), and the names and addresses of the persons who are to serve as directors until the first election under these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Michael Ventimiglia	18336 Oakleaf Court Jupiter, Florida 33458
Timothy Delaney	11662 Ficus Street Palm Beach Gardens, FL 33410
Annmarie Stumpp	3329 S.W. Martin Street Port St. Lucie, FL 34953
Sal Mancino	4744-A Storkwood Lane Boynton Beach, FL 33436

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ARTICLE IX - BY-LAWS

The By-Laws of the corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a two-thirds (2/3rds) vote of the Board of Directors in accordance with the By-Laws.

ARTICLE X - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI - DISSOLUTION

Upon the liquidation or dissolution of the corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(6) or Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of a private individual.

ARTICLE XII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

301 E. Pine Street, Suite 1400
Orlando, Florida 32801

The name of the initial registered agent of this corporation shall be:

William A. Boyles

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ARTICLE XIII - CORPORATION'S PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The principal office and/or mailing address of this corporation shall be:


18336 Oakleaf Court
Jupiter, Florida 33458

ARTICLE XIV - INCORPORATOR

The following is the name and street address of the incorporator signing these Articles:

Michael Ventimiglia
18336 Oakleaf Court
Jupiter, Florida 33458

IN WITNESS WHEREOF, I have set my hand and seal this 11 day of April, 2005.

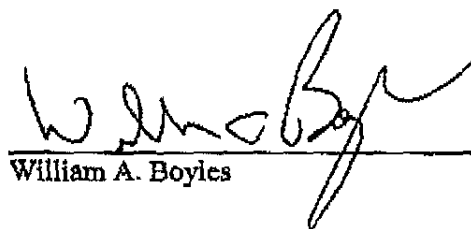


Michael Ventimiglia

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Articles of Incorporation of MOBILE CATERING ASSOCIATION OF FLORIDA, INC., I hereby accept and agree to act in this capacity.

Dated: April 11, 2005



William A. Boyles

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