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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRS
1/20

GORDON H. COFFMAN
ATTORNEY AT LAW
9280-7 COLLEGE PARKWAY
FORT MYERS, FLORIDA 33919

TELEPHONE (239) 481-6400
FACSIMILE (239) 481-6720

January 8, 2010

Registration Section
Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Ladies and Gentlemen:

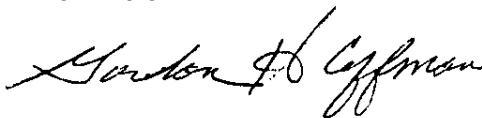
Re: SOUTH FORT MYERS FOOD PANTRY COALITION, INC.
a Florida Not for Profit Corporation

Enclosed please find the original and duplicate copy of the Articles of Incorporation for the above corporation, together with my Trust Account check in the amount of \$78.75 to cover the cost of filing of the Articles, the Registered Agent Designation, and certification of a copy.

Kindly endorse your approval of these Articles on the duplicate copy, certify same, and return the certified copy to me.

Thank you for your assistance in this matter.

Very truly yours,



Gordon H. Coffman
Attorney at Law

Enc.

**ARTICLES OF INCORPORATION
OF
SOUTH FORT MYERS FOOD PANTRY
COALITION, INC.**

A Florida "Not for Profit" Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

A. NAME OF CORPORATION: The name of the corporation is SOUTH FORT MYERS FOOD PANTRY COALITION, INC..

B. PRINCIPAL OFFICE: The principal office of the corporation is located at 8260 Cypress Lake Drive, Fort Myers, Florida 33919.

C. MAILING ADDRESS: The mailing address of the corporation is 8260 Cypress Lake Drive, Fort Myers, Florida 33919.

D. REGISTERED AGENT: The name of the registered agent of the corporation is GORDON H. COFFMAN. The address of this registered agent is 9280-7 College Parkway, Fort Myers, Florida 33919.

E. DURATION/MEMBERSHIP: The period of duration is perpetual. The qualification for members and the manner of their admission shall be regulated by the bylaws.

F. BOARD OF DIRECTORS: The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

G. INCORPORATORS: The name and address of the incorporator is: GORDON H. COFFMAN, 9280-7 College Parkway, Fort Myers, Florida 33919.

H. CORPORATE PURPOSES: This corporation is formed exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

1. To collect and distribute food, groceries and essential supplies, and to operate a "Food Pantry" for the charitable distribution of such food, groceries and essential supplies, without cost, to persons and families in need.

2. To operate an emergency food program to provide immediate hunger relief and food support to individuals and families who are unable to afford food and do not receive adequate government financial assistance, and who would otherwise lack sufficient food.

3. To provide for fund raising for food, groceries and essential supplies for individuals and families in need.

4. To provide a mechanism to receive monies, endowments, trusts, estates, grants and other real and personal property to be used in the Corporation's charitable work; and to these ends to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the charitable purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any laws applicable thereto.

5. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

6. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Florida Not For Profit Corporation Act. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in the Florida Not For Profit Corporation Act.

7. All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

I. 501(c)(3) LIMITATIONS

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these *Articles of Incorporation*, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation

shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

4. LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. DISSOLUTION: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the county in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. "PRIVATE FOUNDATION" PROVISIONS: In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

J. INITIAL BOARD OF DIRECTORS – The initial Board of Directors of this Corporation shall consist of four (4) individuals, to hold office until their successors have been duly elected and qualify. The names and street addresses of the initial directors are:

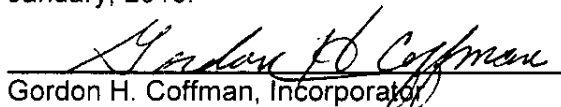
<u>Name</u>	<u>Address</u>
Thomas P. Gralton	7821 Reflection Cove Drive, #306 Fort Myers, FL 33907
Deborah A. Studybaker	9820 Gladiolus Bulb Loop Fort Myers, FL 33908
Connie Johnson	7821 Reflection Cove Drive, #306 Fort Myers, FL 33907
Karen Grabia	13130 Broadhurst Loop, #406 Fort Myers, FL 33919

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K. INDEMNIFICATION - Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.


EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this 7th day of January, 2010.


Gordon H. Coffman, Incorporator

**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for SOUTH FORT MYERS FOOD PANTRY COALITION, INC., a Florida not for profit corporation. I agree as registered agent to accept service of process; to keep office open during prescribed hours; to post my name in some conspicuous place in office as required by law.


Gordon H. Coffman
Registered Agent

Date: January 7, 2010

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