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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2010 JUN 17 PM 3:40

6/18/10

## COVER LETTER

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

SUBJECT: Meals On Wheels of The Palm Beaches, 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: Kirk Grantham, Esquire  
Name (Printed or typed)

1860 Forest Hill Blvd., Ste. 105  
Address

West Palm Beach, Florida 33406  
City, State & Zip

561-966-6211  
Daytime Telephone number

charlesbring@aol.com  
E-mail address: (to be used for future annual report notification)

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

2010 JUN 17 PM 3:40  
CLERK OF COURT  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL

ARTICLES OF INCORPORATION  
OF  
MEALS ON WHEELS OF THE PALM BEACHES, INC.,  
A FLORIDA NON-PROFIT CORPORATION

FILED  
SECRETARY OF  
DIVISION OF CORPORATIONS

2010 JUN 17 PM 3:40

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is MEALS ON WHEELS OF THE PALM BEACHES, INC.,  
A FLORIDA NON-PROFIT CORPORATION.

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

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

2 Alford Court  
Palm Beach Gardens, Florida 33418

ARTICLE IV - PURPOSE

The purpose of this corporation is to provide meals and related services to the home bound elderly and disabled of Palm Beach County, Florida. The corporation is organized as charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended ("the Code").

ARTICLE V - POWERS

The corporation shall have the power to solicit, receive and acquire by gift, grant, purchase, devise, bequest or otherwise, as may be lawful, money and real and personal property of any kind and to hold, accumulate, invest, encumber or dispose of such property or the income derived therefrom for the furtherance of the above-stated objectives.

If the corporation has a beneficial, contingent or remainder interest in trust property, the corporation shall have the power to act as a fiduciary under a trust instrument, and in such capacity to receive from any person or estate, money and real and personal property of any kind and to hold, accumulate, invest or dispose of such property or the income derived therefrom in accordance with the terms of the governing instrument for the furtherance of the above stated objectives.

The corporation shall have the power to provide meals and related services to the home bound elderly and disabled of Palm Beach County, Florida.

The corporation shall have the power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith as now in force or hereafter amended, by the Florida Not for Profit Corporation Act, as now in force or hereafter amended, or by these Articles of Incorporation.

#### ARTICLE VI – BOARD OF DIRECTORS

The Management of the affairs of the corporation shall be vested in a Board of Directors, except as otherwise provided in the Florida Not-for-Profit Corporation act, in these Articles of Incorporation or in the Bylaws of the corporation. The corporation shall have four (4) directors initially. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3) and not more than seventeen (17). The election of Directors and their terms of office shall be determined according to the Bylaws of the corporation from time to time in force.

The initial Directors are:

Charles B. Ring  
2 Alford Court  
Palm Beach Gardens, Florida 33418

Sidney A. Stubbs, Jr.  
Jones, Foster, Johnston & Stubbs  
505 South Flagler Drive  
West Palm Beach, Florida 33409

William R. H. Broome  
1818 Australian Avenue  
West Palm Beach, Florida 33401

Heyward Whetsell  
142 Seaspray Avenue  
Palm Beach, Florida 33480

## ARTICLE VII – TRANSACTIONS RELATING TO REAL PROPERTY

The corporation shall not encumber, sell, alienate, transfer or convey real property without the consent of the Board.

## ARTICLE VIII – BYLAWS

The Board shall have the power to alter, amend or repeal the Bylaws from time to time in force and adopt new bylaws, with consent of a majority of the Board. No Bylaw at any time in effect, and no amendment to these Articles, shall have the effect of giving any director or officer of this corporation any proprietary interest in this corporation's property or assets, whether during the term of the corporation's existence or as an incident to its dissolution.

## ARTICLE IX – INITIAL REGISTERED AGENT AND STREET ADDRESS

The Registered Agent shall be Charles B. Ring. The Registered Agent's street address is

2 Alford Court  
Palm Beach Gardens, Florida 33418

## ARTICLE X – ACTIVITIES NOT PERMITTED

Notwithstanding any other provision of these Articles, the corporation will not engage in any activities not permitted by (a) a corporation exempt from Federal 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 ("the Code") or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

## ARTICLE XI – RESTRICTIONS

No part of the income or net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or officer of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, and reimbursement may be made for any expenses incurred for the corporation by any Director, officer, agent or employee, or any other person or corporation, pursuant to and upon authorization of the Board of Directors); and provided further that no director or officer of the corporation, or any other private individual shall be entitled to share in any distribution of any of the assets of the corporation on dissolution of the corporation or otherwise.

No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

No part or the assets of the corporation shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private organization whose income or net earnings or any part thereof inure to the benefit of any private shareholder or other individual or to any organization if a substantial part of its activities consists of carrying on propaganda or otherwise attempting to influence legislation.

The corporation shall have no members, shall not have or issue shares of stock, and no dividends shall be paid.

#### ARTICLE XII - INCORPORATOR

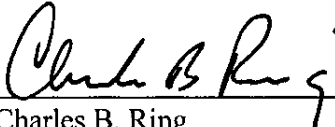
The name and address of the incorporator signing these Articles of Incorporation is:

Charles B. Ring  
2 Alford Court  
Palm Beach Gardens, Florida 33418

#### ARTICLE XIII- TERMINATION

In the event of the termination of the corporation then all debts shall be paid and the assets remaining shall be distributed to a non-profit organization to be chosen by the Board of Directors.

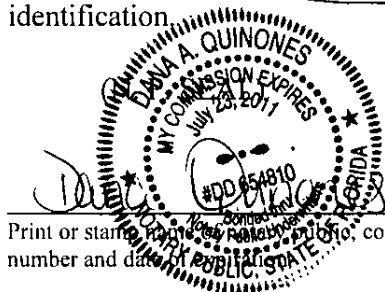
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15 day of June, 2010.


  
Charles B. Ring

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of June, 2010 by Charles B. Ring who is personally known to me or who produced \_\_\_\_\_ as identification.



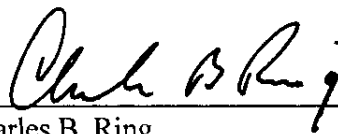
  
Notary Public, State of Florida

Print or stamp name, title, commission number and date of expiration

DESIGNATION AND ACCEPTANCE  
OF REGISTERED AGENT

MEALS ON WHEELS OF THE PALM BEACHES, INC., A FLORIDA NON-PROFIT CORPORATION, hereby appoints CHARLES B. RING to act as Registered Agent for the purpose of accepting service of process in accordance with the provisions of Chapter 607, F.S.A.

The undersigned does hereby accept such appointment.

  
\_\_\_\_\_  
Charles B. Ring

FILED  
JUL 17 2010  
DIVISION OF CORPORATE  
2010 JUN 17 PM 3:40