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TALLAHASSEE, FLORIDA

J. Shivers JUN 27 2011

ATTORNEY  
**THOMAS REED**  
PROFESSIONAL LIMITED LIABILITY COMPANY

104 South Old Dixie Highway  
Lady Lake, Florida 32159  
Telephone (352) 259-4431

reedtg3@comcast.net

Thomas Grady Reed III, Esq.  
Florida Bar No. 301116

June 22, 2011

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

Re: Empty Bowls Project at The Villages Inc.

Dear Sir:

Enclosed is an original and one copy of the Articles of Incorporation of the above not-for-profit corporation.

Also enclosed is a check in the amount of \$87.50 for the filing fee, the registered agent designation fee, the certified copy fee and the certificate of status fee. Please file the Articles upon receipt.

If I have overlooked anything, or if you have any questions, please let me know. My email address is reedtg3@comcast.net.

Very truly yours,



Thomas Reed

enclosures

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**ARTICLES OF INCORPORATION  
OF  
EMPTY BOWLS PROJECT AT THE VILLAGES INC.**

The undersigned, acting as incorporator of a non-profit corporation pursuant to Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation.

**ARTICLE I  
NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS**

The name of the corporation is Empty Bowls Project at The Villages Inc. The principal office of the corporation is located at 1400 Florence Path, The Villages, FL 32162, and the mailing address of the corporation is the same.

**ARTICLE II  
EFFECTIVE DATE AND DURATION**

The effective date of the corporation is the date these Articles are received and filed by the Secretary of State. The corporation shall exist in perpetuity until dissolved.

**ARTICLE III  
PURPOSE**

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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 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 this Article. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code or (b) 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.

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code or shall be distributed to the federal government or to a state or local

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government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in 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 BOARD OF DIRECTORS**

The corporation shall have a board of directors. The number of directors constituting the initial board is three. The number of directors may be increased or decreased from time to time by the affirmative vote of a majority of the board of directors, but shall never be less than three.

The initial board of directors, appointed by the Incorporator, are Lawrence A. Phillips (chairman), 1400 Florence Path, The Villages, FL 32162, George F. Marlin, 1235 Jonesville, Terrace, The Villages, FL 32162, and Veronica E. Phillips, 1400 Florence Path, The Villages, FL 32162.

Replacement (or additional) directors shall be elected by the affirmative vote of a majority of the directors then in office or, if no director remains, by the circuit court of the county where the registered office of the corporation is located on the petition of any person.

The board of directors may take any action without a meeting if the action is taken by all of the members of the board and is evidenced by one or more written consents describing the action taken, signed by each director, and filed with the secretary of the corporation as part of the corporate records. Any action so taken shall become effective when the last director signs the consent unless the consent specifies a different effective date. Any action so taken has the effect of a meeting vote and may be described as such in any document.

#### **ARTICLE V OFFICERS**

The corporation shall have a president, a secretary, and a treasurer, and may have one or more vice-presidents, elected annually by the affirmative vote of a majority of the board of directors.

The initial officers of the corporation are Lawrence A. Phillips, president, George F. Marlin, vice-president, Veronica E. Phillips, secretary, and Veronica E. Phillips, treasurer.

#### **ARTICLE VI MEMBERS**

The corporation shall not have members.

#### **ARTICLE VII INDEMNIFICATION**


The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE VIII  
REGISTERED OFFICE AND REGISTERED AGENT**

The corporation's initial registered office is located at 1400 Florence Path, The Villages, FL 32162, and the name of its initial registered agent at said address is Veronica E. Phillips.

**ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT**

Having been named as Registered Agent of Empty Bowls Project at The Villages Inc., a Florida non-profit corporation, and having been designated to accept service of process for the corporation at 1400 Florence Path, The Villages, FL 32162, I hereby accept appointment as Registered Agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Veronica E. Phillips  
Registered Agent

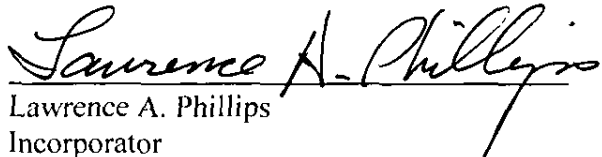
**ARTICLE IX  
AMENDMENT OF ARTICLES**

The corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment thereto, by the affirmative vote of a majority of the board of directors.

**ARTICLE X  
INCORPORATOR**

The name and address of the incorporator of this corporation is Lawrence A. Phillips, 1400 Florence Path, The Villages, FL 32162.

EXECUTED in the State of Florida on this 22 day of June, 2011.

  
Lawrence A. Phillips  
Incorporator

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