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FLORIDA PROFIT/NON PROFIT CORPORATION

Wildwood Soup Kitchen, Inc.

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**ARTICLES OF INCORPORATION
OF
WILDWOOD SOUP KITCHEN, INC.**

(A Florida Corporation Not for Profit)

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ARTICLE 1.

Name

The name of this corporation is Wildwood Soup Kitchen, Inc. (hereinafter called the "Corporation").

ARTICLE 2.

Principal Place of Business and Mailing Address

The address of the principal office of the Corporation shall be 203 Barwick Street, Wildwood, Florida 34785, and the mailing address of the Corporation shall be P.O. Box 1762, Wildwood, Florida 34785.

ARTICLE 3.

Duration

The period of duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE 4.

Purpose

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

ARTICLE 5.

Powers

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law and in compliance with Section 501(c)(3) of the Code.

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In addition to the powers specified, the Corporation shall have the additional powers specified in its Bylaws.

ARTICLE 6.
Management

Management of the Corporation shall be vested in the Corporation's Directors. The number and method of election of the directors of the Corporation who shall serve following the terms of the Corporation's initial directors shall be as stated in the bylaws.

ARTICLE 7.
Initial Directors

The number of directors to serve as initial Directors of the Corporation is eleven (11). The provisions establishing the procedure for removal and/or resignation of the Directors, and for the filling of any vacant Director positions shall be established in the Bylaws. The names and addresses of the persons who shall serve as the initial Directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Nancy Purnell	17105 SE 76 th Caledonia Ter., The Villages, Florida 32162
Ed Perry	113 Lyonia Lane, Wildwood, Florida 34785
Marge O'Kane	1628 Jardin Court, The Villages, Florida 32162
Dianne Letch	1246 Deerfield Lane, The Villages, Florida 32162
Judy Chaffin	16846 SE 77 th Northridge Court, The Villages, Florida 32162
Audrey Edwards	1901 Ashwood Run, The Villages, Florida 32162
Bill Kramp	820 Westwind Way, The Villages, Florida 32162
Dana McCarthy	2442 Morven Park Way, The Villages, Florida 32162
Gail Merrell	4144 Bair Avenue, Fruitland Park, Florida 34731
Betty Noyes	801 San Salvador Drive, The Villages, Florida 32159
Jackie Turk	7246 E. SR 44, Lot 2, Wildwood, Florida 34785

ARTICLE 8.
Members

The Corporation shall have no members.

ARTICLE 9.
Disposition of Assets upon Dissolution

Upon the dissolution of the Corporation, any assets remaining after payment of the

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Corporation's debts (if any) shall be disposed of by distribution or transfer to one or more organizations that are described in Section 501(c)(3) of the Code, or the corresponding Section(s) of any future Federal Tax Code, to be used for one or more of the purposes of the Corporation, or to the State of Florida or any political subdivision or agency thereof to be used exclusively for public purposes, in such proportions as the Directors of the Corporation shall determine. Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation is then located, to be used exclusively for public purposes or to such organization or organizations which are organized and operate exclusively for such purposes as such Florida court of competent jurisdiction shall determine.

ARTICLE 10.

Restrictions

No part of the 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 4 hereof.

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 of Incorporation, 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 Code, or corresponding section of any future Federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Code, or corresponding sections of any future Federal tax code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in Section 509(a) of the Code, or corresponding section of any future Federal tax code, then the Corporation:

- A. shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding section of any future Federal tax code; and
- B. shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding section of any future Federal tax code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding

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section of any future Federal tax code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding section of any future Federal tax code; of (iv) make any taxable expend as defined in Section 4945(d) of the Code, or corresponding section of any future Federal tax code.

ARTICLE 11.
Indemnification of Directors

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Directors may deem appropriate or advisable from time to time.

ARTICLE 12.
Bylaws

The Bylaws of the Corporation may be amended, altered, or repealed and new Bylaws may be adopted only by the affirmative vote of two-thirds (2/3) of the then serving Directors of the Corporation. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or with these Articles of Incorporation.

ARTICLE 13.
Amendment

These Articles of Incorporation shall be amended only by the affirmative vote of the majority of the then serving Directors of the Corporation.

ARTICLE 14.
Registered Office/Registered Agent

The street address of the Corporation's initial registered office in the State of Florida is 1950 Laurel Manor Drive, Suite 140, The Villages, Florida 32162, and the name of its initial registered agent at such office is: Joseph S. Thomas, Esq.

ARTICLE 15.
Incorporator

The name and address of the sole incorporator is: Marge Kane, whose address is 1628 Jardin Court, The Villages, Florida 32162 (hereinafter called the "Incorporator").

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IN WITNESS WHEREOF, the undersigned, being the Incorporator for the purpose of forming a Corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, *Florida Statutes*, as amended, has signed these Articles of Incorporation on this 8th day of September 2011.

Marge O'Kane
Marge O'Kane, Incorporator

ACCEPTANCE BY REGISTERED AGENT:

I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

Joseph S. Thomas, Esq.
Joseph S. Thomas, Esq., Registered Agent

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