

N11000010483

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14 MAR 21 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FL 32310

APPROVED
AND
FILED

C. LEWIS
MAR 24, 2014
EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 26, 2014

WILLYE WATSON / HEALTHY FOOD HEALTHY LIVING INC
1101 AVENUE E
RIVIERA BEACH, FL 33404 US

SUBJECT: HEALTHY FOOD HEALTHY LIVING, INC.
Ref. Number: N11000010483

We have received your document for HEALTHY FOOD HEALTHY LIVING, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Please entitle your document Restated Articles of Incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis
Regulatory Specialist II

Letter Number: 814A00004322

COVER LETTER

TO: Amendment Section
- Division of Corporations

NAME OF CORPORATION: **Healthy Food Healthy Living, Inc.**

DOCUMENT NUMBER: **N11000010483**

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Willye Watson

(Name of Contact Person)

Healthy Food Healthy Living, Inc.

(Firm/ Company)

1101 Avenue E

(Address)

Riviera Beach, FL 33404

(City/ State and Zip Code)

osss@bellsouth.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Willye Watson

(Name of Contact Person)

at (**561**) **574-3888**

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

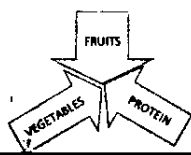
☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed)

Mailing Address

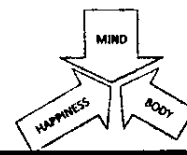
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



Healthy Food - Healthy Living, Inc.



1101 Avenue E - Riviera Beach, Florida 33404** (561) 574-3888**EIN: 90-0773599

February 21, 2014

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

Re: Articles of Amendment

Amendments Approved:

On February 10, 2014, Healthy Food – Healthy Living, Inc. Board of Directors certify and adopted the following amendments to the Article of Incorporation; voted and approved unanimously by the full Board of Directors. (James Gibbs-Chairman, Rhonda Gallon-Secretary, Cynthia Matthews-Treasurer, Charles French-BOD) including the CEO, Willye Watson.

1. Amended the Articles of Incorporation to include 501c3 limiting clauses. Per Publication 557 page 77 Articles, Fifth and Sixth for sample 501c3 limiting clauses.
2. And amendment to the board of directors, their titles, mailing addresses.

Attached is the adopted by the members and a Articles of Amendment to be filed and amended.

Best regards,

Willye Watson
CEO

cc: HFHL Board Members

APPROVED
AND
FILED

Articles of Amendment
to
Articles of Incorporation
of

14 MAR 21 AM 9:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Healthy Food Healthy Living, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N11000010483

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

1101 Avenue E

Riviera Beach, FL 33404

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

(Florida street address)

New Registered Office Address: _____

_____, Florida _____

(City)

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

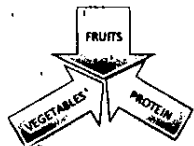
P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

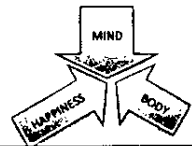
Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>CEO</u>	<u>Willye Watson</u>	<u>1101 Avenue E</u> <u>Riviera Beach, FL</u> <u>33404</u>
2) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>Sec</u>	<u>Rhonda Gallon</u>	<u>1143 W 26th Street</u> <u>Riviera Beach, FL</u> <u>33404</u>
3) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>BM</u>	<u>Charles French</u>	<u>149 W 14th Street</u> <u>Riviera Beach, FL</u> <u>33404</u>
4) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>Chairman</u>	<u>James Gibbs</u>	<u>3040 Lake Shore Dr</u> <u>Riviera Beach, FL</u> <u>33404</u>
5) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>Treasurer</u>	<u>Cynthia Matthews</u>	<u>3124 31st Way</u> <u>West Palm Beach, FL</u> <u>33407</u>
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>Sec</u>	<u>Mary E. Winkelspethp</u>	<u>415 36th Street</u> <u>West Palm Beach, FL</u> <u>33407</u>



Healthy Food - Healthy Living, Inc.



1101 Avenue E - Riviera Beach, Florida 33404** (561) 574-3888

7)	<input type="checkbox"/>	Change	Treasurer	Brenda Byrd	720 38 th Street
	<input type="checkbox"/>	Add			West Palm Beach, FL 33407
	<input checked="" type="checkbox"/>	Remove			

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

Article III. The specific purpose for which this corporation is organized is: Said corporation is organized exclusively for charitable, religious, and educational purposes, including 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 tax code. Distribute food and information to individuals and related charitable duties.

Article IV. The manner in which directors are elected or appointed is: As provided for in the ByLaws #13. The Board of Directors shall consist of three or more members, the number thereof to be determined from time to time by resolution of the Board of Directors.

As of the date the ByLaws were adopted the number of Directors was fixed at five (5) and thereafter shall be fixed from time to time by resolution of the Board of Directors.

Article V. 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 the furtherance of the purpose set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying 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 the 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 the future federal tax code. "Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation."

Article VII. Upon dissolution of tis corporation assets shall be used only for exempt purposes within the meaning of the 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 government, for public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Articles of Amendment

HEALTHY FOOD HEALTHY LIVING, INC.

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:
HEALTHY FOOD HEALTHY LIVING, INC.

Article II

The principal place of business address
1101 Avenue E
Riviera Beach, FL US 33404

The mailing address of the corporation is:
1101 Avenue E
Riviera Beach, FL US 33404

Article III

The specific purpose for which this corporation is organized is:
Said corporation is organized exclusively for charitable, religious, and educational purposes, including 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. Distribute food and information to individuals and related charitable duties.

Article IV

The manner in which directors are elected or appointed is:
As provided for in the ByLaws 13. The Board of Directors shall consist of three or more members, the number thereof to be determined from time to time by resolution of the Board of Directors. As of the date the ByLaws were adopted the number of Directors was fixed at five (5) and thereafter shall be fixed from time to time by resolution of the Board of Directors.

Article V

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 purpose set forth in Article III 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, 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. "Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation."

Article VI

The name and Florida street of the registered agent is:

Janice L. Jennings, Esquire
777 South Flagler Drive
West Tower, Suite 800
West Palm Beach, FL 33401

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: JANICE L. JENNINGS.

Article VII

Upon dissolution of the corporation, assets shall be used only for exempt purposes within the meaning of the 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 government, for public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of 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 VIII

The name and address of the incorporator is:

WILLYE WATSON
1101 AVENUE E
RIVIERA BEACH, FL 33404

Electronic Signature of Incorporator: WILLYE WATSON

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document of the Department of State constitutes a third degree felony as provided for in s.817.155, FS. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article IX

The initial officers(s) and/or director(s) of the corporation is/are:
(see attached amendment)

Article X

The effective date for this corporation shall be:
November 6, 2011

APPROVED
AND
FILED

The date of each amendment(s) adoption: 02/20/2014
date this document was signed.

if other than the

Effective date if applicable: 02/20/2014

14 MAR 21 AM 9:49

(no more than 90 days after amendment file date)
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Adoption of Amendment(s)

(CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 02/20/2014

Signature James Gibbs

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

James Gibbs

(Typed or printed name of person signing)

Chairman

(Title of person signing)