

03/21/2012

Division of Corporations

Page 1

Page 1 of 1

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H12000068809 3)))



H120000688093ABC1

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.
Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : COHEN & GRIGSBY, P.C.
Account Number : I20030000042
Phone : (239) 390-1912
Fax Number : (239) 390-1901

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address:

cpierce@cohenlaw.com

FLORIDA PROFIT/NON PROFIT CORPORATION

Shadows of Grace, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

1729949_1.DOC

**ARTICLES OF INCORPORATION
OF
SHADOWS OF GRACE, INC.**

These Articles of Incorporation supersede the original articles and all amendments thereto, and are prepared and filed pursuant to the provisions of Chapter 617, Florida Statutes.

Article I: Name. The name of the Corporation is Shadows of Grace, Inc. (the "Corporation").

Article II: Address. The principal place of business address of the Corporation is 1440 CR 830, Felda, FL 33930, and the mailing address of the business is: P.O. Box 789, Felda, FL 33930.

Article III: Purpose. The Corporation is formed exclusively for charitable, scientific, religious and educational purposes, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended or modified or replaced by any future United States internal revenue law (the "Code"). In particular, the Corporation is formed to deliver donated bread to individuals and families in need.

Article IV: Limitations on Corporate Power.

(a) **Exempt Organization.** Notwithstanding any other provision of these Articles, the Corporation shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify, as a corporation described in Section 501(c)(3) of the Code (hereinafter referred to in these Articles as an "exempt organization"), or as a corporation contributions to which are deductible under Section 170(c)(2) of the Code. No substantial part of the activities of the Corporation shall be devoted to carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(b) **Earnings.** Notwithstanding any other provisions of these Articles, no part of the net earnings or assets of the Corporation shall inure to the benefit of or be distributable to its directors, trustees, officers or any other private individual; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the extent that such payments do not prevent it from qualifying, and continuing to qualify, as an exempt organization and to make such lawful payments and distributions in furtherance of the purposes set forth in Article III hereof as may from time to time be either required or permitted by Section 501(c)(3) of the Code.

FILED
2012 MAR 21 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1729949_2.DOC

(c) **Foundation Status.** In the event that the Corporation fails to qualify as an organization described in Section 509(a)(1), (2) or (3) of the Code, then, notwithstanding any other provision of these Articles, the Corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code); from retaining any excess business holdings (as defined in Section 4943(c) of the Code); from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and from making any taxable expenditures (as defined in Section 4945(d) of the Code), to the extent any action therewith would subject the Corporation to tax under one or more of the cited sections of the Code. To the extent required, the Corporation shall make qualifying distributions at such time and in such manner as do not subject the Corporation to tax under Section 4942 of the Code.

Article V: Dissolution. In the event that the Corporation shall be dissolved or liquidated, the Board of Directors, after paying or making provision for payment of all of the known liabilities of the Corporation, shall transfer or dispose of the Corporation's property and assets to (a) such one or more corporations, trusts, funds or other organizations which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and, in the sole judgment of the Corporation's Board of Directors, have purposes similar to those of the Corporation or (b) the federal government, or to a state or local government for such purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more of such corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, and which are organized and operated for such purposes, or to the federal government or to a state or local government for such purposes. No private individual shall share in the distribution of any Corporation assets upon dissolution or sale of the assets of the Corporation.

Article VI: Manner of Election; Initial Directors and Officers. The manner in which directors are elected or appointed is as set forth in the Bylaws of the Corporation. The names of the persons to serve as initial Officers and Directors of the Corporation are as follows:

Steven Eisele	Director, President, Secretary & Treasurer
Edwin Eisele	Director
Nzingha Gaines	Director

Article VII: Registered Agent. The name and Florida street address of the registered agent is Cohen & Grigsby, P.C., Mercato-Suite 6200, 9110 Strada Place, Naples, Florida 34108-2938. The name of the registered agent at that address is Andrew I. Solis.

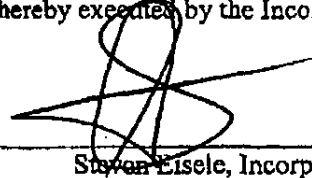
Article XIII: Membership. The Corporation shall not have members.

Article IX: Amendment. These Articles of Incorporation may be amended or repealed, or new Articles of Incorporation may be adopted, by a majority vote of the Board of Directors at any regular or special meeting.

Article X: Incorporator. The name and address of the incorporator is Steven Eisele, 1401 CR 830, Felda, FL 33930.

1729949_1.DOC

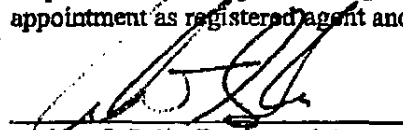
EXECUTION: These Articles of Incorporation are hereby executed by the Incorporator on this 29 day of February, 2012.



Steven Eisele, Incorporator

**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Andrew I. Solis, Registered Agent
Cohen & Grigsby, P.C.

MARCH 15, 2012
Date

FILED
2012 MAR 21 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA