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8/29/13



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 779084 7953882

AUTHORIZATION :

COST LIMIT : \$ 70,000

ORDER DATE : August 27, 2013

ORDER TIME : 3:55 PM

ORDER NO. : 779084-005

CUSTOMER NO: 7953882

DOMESTIC FILING

NAME: AMERICAN FOOD FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 52956

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
AMERICAN FOOD FOUNDATION, INC.**

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

EFFECTIVE DATE 8/21/13

THE UNDERSIGNED, acting as Incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for the purpose of forming a corporation not-for-profit:

ARTICLE 1 - NAME

The name of the corporation shall be:

AMERICAN FOOD FOUNDATION, INC. (the "Corporation")

ARTICLE 2 - EXISTENCE

The corporation shall have perpetual existence.

ARTICLE 3 - EFFECTIVE DATE

The effective date of incorporation shall be the 21st day of August, 2013.

ARTICLE 4 - MEMBERS

The Corporation will have members. It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitled to membership, the officers of this Corporation, to abide by the By-Laws promulgated by the Board of Directors in determining whether any certain individual qualifies in accordance with the criteria herein established. It is hereby expressly provided that said By-Laws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation, or which would disqualify this Corporation's qualification as an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE 5 - PURPOSE

The Corporation is not-for-profit. The purpose for which the Corporation is formed, and the business and object to be carried on and promoted by it, is exclusively for charitable, religious, educational, and scientific purposes; including, but not limited to, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code and herein stated as follows:

1. The purposes for which the Corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes, either directly or indirectly, by contributions that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and regulations issued pursuant thereto,

as they now exist, or as they may hereafter be amended.

2. The specific purpose for which the Corporation is organized is a Public Benefit Corporation, to solicit funds and donations in kind and from time to time to further the purposes of this Corporation, and shall be able to do any and all things as permitted by Florida Statutes and Internal Revenue Code of 1986, as amended.
3. To acquire and receive by purchase, donation or otherwise, any property, real, personal, or both, and to hold, use and dispose of the same.
4. To borrow money and to issue evidences of indebtedness in furtherance of any or all of the objects of its business; and to secure loans by mortgage, pledge, deed or trust, or other lien.
5. To apply for, obtain and contract with any federal, state or local government or agency, for a direct loan or loans or other financial aid in the form of grants or otherwise relating to the purposes of this Corporation.
6. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any or all of the non-profit purposes of the Corporation.
7. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and any regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, and said regulations as they now exist or as they may hereafter be amended.
8. The Corporation shall have such powers as are conferred upon it by Chapter 617 of the Florida Statutes, and to exercise those powers in the accomplishment of its objects and purposes.
9. The By-Laws may impose other conditions of membership from time to time.

ARTICLE 6 – REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation is:

Justin T. Wilson
c/o National Fundraising Services, LLC.
1395 Brickell Avenue
Suite 800
Miami, Florida 33131

ARTICLE 7 – PRINCIPAL OFFICE

The Corporation has a principal office located in Miami-Dade County, Florida. The principal place of business and the mailing address of this Corporation shall be:

c/o National Fundraising Services, LLC
1395 Brickell Avenue
Suite 800
Miami, Florida 33131

ARTICLE 8 - DIRECTORS

The initial board of directors of the Corporation shall consist of a total of three (3) persons, and the names and addresses of the persons who are to serve as the initial directors are as follows:

Alan P. Brooks
c/o National Fundraising Services, LLC.
1395 Brickell Avenue
Suite 800
Miami, Florida 33131

Justin T. Wilson
c/o National Fundraising Services, LLC.
1395 Brickell Avenue
Suite 800
Miami, Florida 33131

Harry Seidman
c/o National Fundraising Services, LLC.
1395 Brickell Avenue
Suite 800
Miami, Florida 33131

The manner in which the directors are elected or appointed shall be by a Majority Vote of the current membership.

ARTICLE 9 - INDEMNIFICATION

The Corporation does indemnify any directors, officers, employees, incorporators, and members of the Corporation from any liability regarding the Corporation and the affairs of the Corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the Corporation, or as otherwise provided under applicable statute.

ARTICLE 10 - OFFICERS

The affairs of the Corporation shall be managed by a President, Vice-President, Secretary and Treasurer, and such other officers as may from time to time be created by the Board of Directors. The names of the officers and the office they shall hold until the first election shall be as follows:

Alan D. Brooks – President, Secretary and Treasurer
Justin T. Wilson – Vice-President

ARTICLE 11 - AMENDMENTS

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by the Chairman of the Board.

ARTICLE 12 - BYLAWS

The By-Laws of the Corporation may be amended from time to time by a majority vote of the Board of Directors at a meeting called especially for that purpose, and after giving at least ten (10) days' notice of said meeting in writing.

ARTICLE 13 – PROHIBITED ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any member of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be carrying on each propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office.

ARTICLE 14 - DISSOLUTION

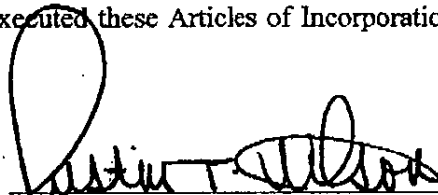
Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the legal liabilities of the Corporation, assets of the Corporation shall be distributed exclusively for one or more exempt purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Board of Directors shall determine, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any of 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(s), as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 15 - INCORPORATOR

The name and street address of the Incorporator of these Articles of Incorporation shall be:

Justin T. Wilson
c/o National Fundraising Services, LLC
1395 Brickell Avenue
Suite 800
Miami, Florida 33131

The undersigned Incorporator has executed these Articles of Incorporation this 20th day of August, 2013.



JUSTIN T. WILSON,
Incorporator

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13 AUG 28 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT AND OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, AMERICAN FOOD FOUNDATION, INC., desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation, has named JUSTIN T. WILSON as Registered Agent, with the Registered Office located c/o National Fundraising Services, LLC., 1395 Brickell Avenue, Suite 800, Miami, Florida 33131, County of Miami-Dade, State of Florida, and hereby designates said Registered Agent to accept service of process within this State, at said Registered Office in the State of Florida.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS 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.



JUSTIN T. WILSON,
Registered Agent

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