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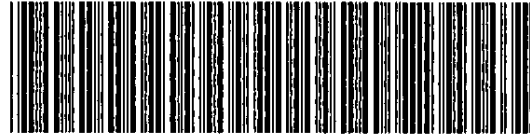
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13 SEP -5 AM 8:26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PS 9/10/13

Please send Articles of Incorporation  
back to the registered agent.

Thank you....

**ARTICLES OF INCORPORATION  
OF  
PARADISE PRODUCE & DAIRY INTERNATIONAL, INC.  
(A Not-For-Profit Corporation)**

FILED  
13 SEP -5 AM 8:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We the undersigned do hereby subscribe these Articles of Incorporation for the purpose of forming a corporation under laws of the Florida Statutes, Section 617.0202 and subject to the following provisions.

**Article One**

The name of the corporation shall be:

**PARADISE PRODUCE & DAIRY INTERNATIONAL, INC.**

**Article Two**

**Section A.**

The purpose of the corporation is to provide quality, affordable produce and dairy products to less fortunate individuals and shelters. We are a hunger relief organization that is formed to aide in combating hunger and its ensuring social issues. The organization will do so through offering nutritious and cultural diverse produce and dairy products as well as nutritional and educational programs. We will work with community groups to end hunger and starvation in the United States. Finally, we will provide delivery service to the homeless, soup kitchens and shelters.

**Section B.**

No part of the net earnings of the organization shall incur to the benefit of, or be distributable to its directors, trustees, officers, or any other private individual (except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign in behalf of any candidate for public office.

Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section of any future federal tax code, or (b) by an organization contributions to which are deductible under section 170(c)2 of the Internal Revenue Code, or corresponding section of any future federal tax code.

### **Section C**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(C)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state and local government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposed or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### **Article Three**

The corporation is a non-profit, non-stock corporation, and shall not have any memberships, or membership fees or admission fees.

### **Article Four**

The principal office of the corporation shall be located at:

2110 NW 13<sup>TH</sup> Avenue  
Miami, FL 33139

The mailing address shall be:

Post Office Box 245335  
Pembroke Pines, FL 33024

## **Article Five**

The corporation shall have (5) Director(s) initially. The number of directors may be increased or decreased from time to time in such a manner as may be prescribed by the By-Laws, but shall always be at least (1) one, but not more than (7) seven.

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and serves at the request of the corporation, as a director or officer of any other corporation from against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of this corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer and shall reimburse each such person for all legal and other expense reasonably incurred by him in connection with any such claim or liability provided that no person shall indemnified against, or to be reimbursed for, any expense incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are peculiarly or otherwise interested in, or are directors, or officers, of such other corporation. Any director, individual, or any firm of which any director may be a member party, party to, or may be peculiarly or to otherwise interested in any contract or transaction of the corporation, provided the fact that the interest should be disclosed or should have been known to the Board of Directors at which action upon such contract or transaction shall the corporation indemnify and hold harmless each person who shall serve any time hereafter as a director or officer of the corporation from against any and all claims and liabilities to which such person shall

### **Article Five (Continued)**

become subject by reason of his having heretofore or hereafter been a director or officer of this corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer and shall reimburse each such person for all legal and other expense reasonably incurred by him in connection with any such claim or liability provided that no person shall indemnified against, or to be reimbursed for, any expense incurred in connection with any claim and liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

Any director, individual, or any firm of which any director may be a member, party to, or may be peculiarly or to otherwise interested in any contract or transaction of the corporation, provided the fact that the interest should be disclosed or should have been known to the Board of Directors at which action upon any such contract or transaction shall be taken, an any director of the corporation who is interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such director or officer of such other corporation or not so interested.

### **Article Six**

The names and addresses of the members of the first Board of Directors and officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, area as follows:

#### **Board of Directors**

##### **Executive Director/President**

Clarence Abraham  
2110 NW 13<sup>th</sup> Avenue  
Miami, FL 33139

Director/Vice President

Roger Bartlett  
2110 NW 13<sup>th</sup> Avenue  
Miami, FL 33139

Director/Treasurer

Velma John  
2110 NW 13<sup>th</sup> Avenue  
Miami, FL 33139

Director/Secretary

Teresa Miller  
2110 NW 13<sup>th</sup> Avenue  
Miami, FL 33139

Director

Leopold James  
2110 NW 13<sup>th</sup> Avenue  
Miami, FL 33139

**Article Seven**

These Articles of Incorporation may be amended in the manner by law.  
Every amended shall be approved by the Board of Directors, proposed to the stockholders and approved at the stockholders meeting by a majority of the stock entitled to vote thereon.

**Article Eight**

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Upon election of the first Board of Directors by the President, such Board of Directors manages the business affairs of this corporation without the necessity of other authority. Any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of the majority of the Board of Directors.

**Article Nine**

The private property of the officers and directors shall not be subject to the payment of the obligations of the corporation to any extent.

**Article Ten**

The directors may at their discretion, repeal, alter, or amend the By-Laws of this corporation as provided under Chapter 607.081 of the Florida Statutes, restricting the power vested in the Board of Directors to adopt, or repeal the By- Laws within its regular course of business.

The undersigned incorporator(s) has (have) executed these Articles of Incorporation in accordance to the Florida Statutes, section 607.0120(6) (b) on this 27<sup>th</sup> day of August 2013.

Signature of Incorporator(s)



Clarence Abraham, ED/ President

2110 NW 13th Avenue

Miami, FL 33139

Date: 8/27/13



Velma John, Director/Treasurer

Date: 8/27/13



**Certificate of Designation of  
Registered Agent/Registered Office**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant of the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designation the registers office/registered agent, in the State of Florida.

The name of the Corporation is:

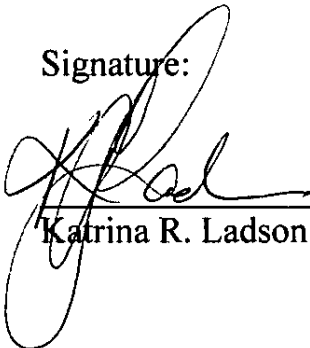
**PARADISE PRODUCE AND DAIRY INTERNATIONAL, INC.**

The name and address of the registered agent and office is:

Hidden Treasures Business & Finance Emporium, LLC  
3627 W. Broward Blvd.  
Ft. Lauderdale, FL 33312

Having been named as registered agent and to accept service of process for the above stated corporation at the place designed 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 duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature:

 8/27/2013  
Katrina R. Ladson