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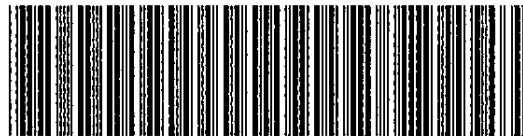
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9/25/13

## COVER LETTER

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

SUBJECT: Cooking Experience Club, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Michael A Morin II

Name (Printed or typed)

1739 Shorside Circle

Address

Wellington, FL 33414

City, State & Zip

561 722-4429

Daytime Telephone number

dianne1739@aol.com

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

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**NOTE: Please provide the original and one copy of the articles.**

ARTICLES OF INCORPORATION  
In compliance with Chapter 617, F.S., (Not for Profit)

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The Undersigned a natural person over the age of 18, desiring to form a not for profit corporation in accordance with the provisions of the Florida Not For Profit Corporation Act, 617, Florida Statutes, adopts the following Articles of Incorporation.

**ARTICLE I      NAME AND MAILING ADDRESS**

The name of this corporation shall be **COOKING EXPERIENCE CLUB, INC.** , and its principal office or mailing address is 1739 Shoreside Circle, Wellington, FL 33414.

**ARTICLE II      DURATION**

The Corporation shall have perpetual existence. Corporate existence shall commence on the period of filing of these Articles.

**ARTICLE III      PURPOSE**

**3.01 Purpose**

**COOKING EXPERIENCE CLUB, INC.**, is a non-profit corporation and shall operate exclusively for charitable, educational and scientific purposes and not for pecuniary profit, and to the extent consistent with those purposes, to benefit and support **COOKING EXPERIENCE CLUB, INC.**, as long as the supported organization qualifies as an exempt organization within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

**COOKING EXPERIENCE CLUB, INC's** purpose is to provide healthy lifestyle cooking classes in a safe and nurturing environment to children and adults. Our programs include our professional cooking instructors guiding our students through each healthy recipe; step-by-step and provide them with ways to making healthy food irresistible while learning the basics of -kitchen safety, proper food handling, food preparation, cooking techniques, presentation-and so much more. Our company will be sending out ambassadors to raise social consciousness about the cause on a local level, and to hold fundraising events in order to provide hands on cooking classes and Demo cooking classes to those in schools and communities regardless of their race, ethnicity, or religion.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for charitable, educational and scientific purposes.

At times, per the discretion of the board of directors, we may provide internships or volunteer opportunities which will provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

**3.02 Public Benefit.** **COOKING EXPERIENCE CLUB, INC.**, is designated as a public benefit corporation.

ARTICLES OF INCORPORATION  
In compliance with Chapter 617, F.S., (Not for Profit)

**ARTICLE IV      NON-PROFIT NATURE**

**4.01 Non-profit Nature**

**COOKING EXPERIENCE CLUB, INC.**, is organized exclusively for charitable, educational and scientific purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**4.02 Net Earnings.** No part of the net earnings of **COOKING EXPERIENCE CLUB, INC.**, 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 purposes set forth in the purpose clause hereof.

**4.03 Activities.** 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 any candidate for public office.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986, corresponding 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.

**COOKING EXPERIENCE CLUB, INC.**, is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its charitable, educational and scientific purposes. No part of the directors, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

**4.04 Personal Liability.** No officer or director of this corporation shall be personally liable for the debts or obligations of **COOKING EXPERIENCE CLUB, INC.**, of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

**4.05 Dissolution.** Upon termination or dissolution of the **COOKING EXPERIENCE CLUB, INC.**, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the **COOKING EXPERIENCE CLUB, INC.**, hereunder shall be selected by the discretion of a majority of the managing body of the **COOKING EXPERIENCE CLUB, INC.**, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the **COOKING EXPERIENCE CLUB, INC.**, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is

ARTICLES OF INCORPORATION  
In compliance with Chapter 617, F.S., (Not for Profit)

applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

**4.06 Prohibited Distributions.** No part of the net earnings, properties of the directors of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 III, Section 3.01.

**4.07 Restricted Activities.** No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

**4.07 Prohibited Activities.** Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) 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.

**ARTICLE V    BOARD OF DIRECTORS**

**5.01 Governance.** **COOKING EXPERIENCE CLUB, INC.**, shall be governed by its board of directors. Except as otherwise provided by law or by these Articles of Incorporation or the Bylaws of the Corporation, all corporate powers shall be exercised by or under the authority of the Board of Directors. The members of the Board of Directors, including any ex officio Directors, shall be appointed or elected by the governing body of the supported organization as provided in the Bylaws. A majority of the members of the Board of Directors shall be members of the governing body of the supported organization and the acting Chief Executive Officer of the supported organization shall serve as an ex officio Director of the Corporation.

**5.02 Number and Election.** Four (4) Directors shall constitute the initial Board of Directors. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three. The name and address of each person who shall serve as a Director on the initial Board of Directors until death, resignation, removal, or the election or appointment and qualification of his or her successor are as follows:

Michael A Morin II            Title- President  
1739 Shoreside Circle; Wellington, FL 33414

David Bradshaw            Title- Vice President  
191 South Hibiscus Court; Plantation, FL 33317

ARTICLES OF INCORPORATION  
In compliance with Chapter 617, F.S., (Not for Profit)

Daniel Norton                      Title - Secretary  
13399 46<sup>th</sup> Court North; West Palm Beach, FL 33411

Alexis Burgess                      Title – Treasurer  
12624 Victoria Place Circle; Apt 12-312; Orlando, FL 32828

**ARTICLE VI      MEMBERSHIP**

6.01 Member. The Corporation shall have one member only which shall be **COOKING EXPERIENCE CLUB, INC.**, also referred to as the supported organization. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

6.02 Stock. The Corporation is organized upon a nonstick basis and shall not issue shares of stock, however, the Corporation may issue a certificate of membership as evidence of membership.

**ARTICLE VII      AMENDMENT AND INDEMNIFICATION**

7.01 Amendments. Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

7.02 Adoption and Amendment of Bylaws. Bylaws, not inconsistent with law or these Articles, for the administration of the affairs of the Corporation and the exercise of its corporate powers, shall be adopted by and may be changed, amended and repealed by the governing body of the supported organization.

7.03 Indemnification. Subject to provisions of the Bylaws, the Board of Directors is authorized to make provisions for indemnification of directors, officers, employee and agents to full extent permitted by law.

**ARTICLE VIII      Appointment of registered agent**

9.01 Registered Agent

The registered agent of the corporation shall be:

Michael A Morin II and the resident agent's address is 1739 Shoreside Circle; Wellington, FL 33414

**ARTICLE IX      INCORPORATOR**

The incorporator of the corporation is as follow:

Michael A Morin II and the incorporator's address is 1739 Shoreside Circle, Wellington, FL 33414

ARTICLES OF INCORPORATION  
In compliance with Chapter 617, F.S., (Not for Profit)

**Certificate Of Adoption Of Articles Of Incorporation**

I, the undersigned, do hereby certify that the above stated Articles of Incorporation of **COOKING EXPERIENCE CLUB, INC.**, were approved by the board of directors on September 5, 2013 and constitute a complete copy of Articles of Incorporation of the **COOKING EXPERIENCE CLUB, INC.**, I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.




Michael A Morin II – Required Signature of Incorporator



Date

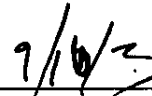
**Acknowledgment of consent to appointment as registered agent**

I, Michael A Morin II, agree to be the registered agent for **COOKING EXPERIENCE CLUB, INC.**, as appointed herein accepts 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.



Registered Agent

Date:



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