

N 14 000000 675

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

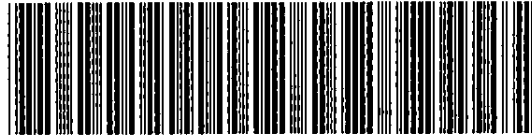
(Business Entity Name)

(Document Number)

Certified Copies X2 Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300255943073

01/24/14--01014--014 **87.50

RECEIVED
STATE OF FLORIDA
JAN 24 PM 2:07
SOUTH DIXIE COUNTY

14 JAN 24 PM 2:17
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

1/24/14

DIVISION OF FOOD, NUTRITION AND WELLNESS
1-800-504-6609
(850) 617-7402 FAX



THE HOLLAND BUILDING, SUITE 120
600 SOUTH CALHOUN STREET
TALLAHASSEE, FLORIDA 32399-0001

FLORIDA DEPARTMENT OF AGRICULTURE AND CONSUMER SERVICES
COMMISSIONER ADAM H. PUTNAM

January 24, 2014

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Subject: Living Healthy in Florida, Inc.

Attached is an original and two (2) copies of the Articles of Incorporation and a check for \$87.50 for filing.

Thank you for your assistance.

William F. Branham
600 South Calhoun Street
Tallahassee, Florida 32399
850-617-7454
Freddy.branham@freshfromflorida.com

STATE OF FLORIDA
DIVISION OF STATE
CORPORATIONS

14 JAN 24 PM 2:17

APPROVED
AND
FILED

APPROVED
AND
FILED

**ARTICLES OF INCORPORATION
FOR
LIVING HEALTHY IN FLORIDA, INC.**

14 JAN 24 PM 2:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I.

The name of the corporation created herein shall be Living Healthy in Florida, Inc.

ARTICLE II.

The principle place of business and mailing address of Living Healthy in Florida, Inc., is 600 South Calhoun Street, Tallahassee, FL 32399.

ARTICLE III.

The Living Healthy in Florida, Inc. is organized exclusively for the purposes of enhancing, supporting, supplementing, and improving the Florida Department of Agriculture and Consumer Services, its operation, its programs, and the constituents it serves. These purposes, including expanding the division's programs beyond the publicly funded levels and making 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, are solely charitable, religious, educational, and scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provision of any future United States Internal Revenue law.

ARTICLE IV.

The initial Directors of the Living Healthy in Florida, Inc. shall consist of seven voting members to be appointed by the Florida Commissioner of Agriculture. Each member of the board of directors shall serve for a term of four years, except that initially, the Commissioner shall appoint two members to a four year term, two members to a three year term, two members to a two year term, and one member to a one year term. A vacancy that occurs before the expiration of the term of the member shall be filled in the same manner as the original appointment for the remainder of the unexpired term.

ARTICLE V.

The Living Healthy in Florida, Inc., after the initial Board of Directors have fulfilled their terms, will be managed by a Board of Directors that shall not exceed fifteen (15) directors. The directors shall be appointed by the Florida Commissioner of Agriculture for staggered terms not exceeding four years. Each year the board shall elect from its members a Chair, a Vice-Chair and a Secretary/Treasurer, except the first year officers shall be appointed by the Commissioner of Agriculture. A vacancy that occurs before the expiration of the term of the member shall be filled in the same manner as the original appointment for the remainder of the unexpired term. All other matters relating to directors shall be contained within the Bylaws. The Board of Directors shall be

governed by these Articles and the Bylaws. The Board shall adopt and revise as necessary the Bylaws.

ARTICLE VI.

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 purposes set forth in Article Three herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempt 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.

ARTICLE VII.

Any other matter not addressed within the Articles of Incorporation relating to the Living Healthy in Florida, Inc. will be governed by chapter 617, Florida Statutes. However, this corporation shall not perform any activity not permitted to be performed by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VIII.

The initial registered agent for the Living Healthy in Florida, Inc. is William F. Branham at 600 South Calhoun Street, Tallahassee, FL 32399.

ARTICLE IX.

The Incorporator of for purposes of incorporation shall be: Robin C. Safley, 600 South Calhoun Street, Tallahassee, FL 32399.

ARTICLE X.

Upon dissolution of the corporation, assets shall be distributed to the Florida Department of Agriculture and Consumer Services for a public purpose, or 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. Any such assets not so disposed shall be disposed as determined by a court of competent jurisdiction in the county where the principle office of this corporation resides at the time of dissolution, exclusively for such purposes or to such organization or organizations as the court shall determine are organized and operated exclusively for such purposes.

ARTICLE XI.

The corporation shall indemnify any officer, Board member, or employee of the Corporation, or any former officer, board member or employee of the Corporation, to the full extent permitted by the Florida General Corporation Act.

I, William F. Branham , having been named as registered agent to accept service of process for Living Healthy in Florida, Inc. at 600 South Calhoun Street, Tallahassee, FL 32399, being familiar with and accept the appointment as registered agent and agree to act in this capacity.



William F. Branham/Registered Agent

01/29/2014

Date

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.



Robin C. Safley /Incorporator

1.24.2014

Date

STATE OF FLORIDA
TALLAHASSEE

14 JAN 24 PM 2:17

APPROVED
AND
FILED