

N140000002165

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(Address)

(City/State/Zip/Phone #)

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W14000012288

MAR - 6 2014

L. BRYAN

## COVER LETTER

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

SUBJECT: Regional Food Bank of Northeast Florida, 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: Bruce Ganger  
Name (Printed or typed)

7456 Red Crane Lane  
Address

Jacksonville, FL 32256  
City, State & Zip

904-655-9684  
Daytime Telephone number

bgangershnf@gmail.com  
E-mail address: (to be used for future annual report notification)

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 25, 2014

BRUCE GANGER  
7456 RED CRANE LANE  
JACKSONVILLE, FL 32256

SUBJECT: REGIONAL FOOD BANK OF NORTHEAST FLORIDA, INC.  
Ref. Number: W14000012288

We have received your document for REGIONAL FOOD BANK OF NORTHEAST FLORIDA, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the words BANK, BANC, BANCO, BANQUE, BANKER, BANKING, TRUST COMPANY, SAVINGS AND LOAN ASSOCIATION, SAVINGS BANK or CREDIT UNION, or words of similar import in any context or any manner must be obtained from the Office of Financial Regulation, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Corporate Name Approval Request" form to be completed and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Institutions, resubmit the document and the approval letter to the Division of Corporations for filing. The Office of Financial Institutions' phone number is 850-410-9800.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

Letter Number: 514A00004190



## FLORIDA OFFICE OF FINANCIAL REGULATION

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DREW J. BREAKSPEAR  
COMMISSIONER

March 5, 2014

Mr. Bruce Ganger  
7456 Red Crane Lane  
Jacksonville, FL 32256

Re: Regional Food Bank of Northeast Florida, Inc.

Dear Mr. Ganger:

Thank you for your recent correspondence requesting approval for use of the above-referenced name.

It is the opinion of this Office that the corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank, trust company or credit union. Therefore, the Office does not object to your use of the above-referenced name being registered to conduct business in the state of Florida. However, this does not give one the authority to act in any licensed capacity until all licensing requirements have been met within this state.

Sincerely,  
A handwritten signature in black ink that reads "Robert D. Hayes". The signature is written in a cursive, flowing style.

Robert D. Hayes  
Director

RDH:bk

cc: Brenda Tadlock, Chief, Bureau of Commercial Recordings, Division of Corporations,  
Department of State

# Articles of Incorporation of Regional Food Bank of Northeast Florida, Inc.

## ARTICLE I NAME

The name of the corporation shall be Regional Food Bank of Northeast Florida, Inc.

## ARTICLE II PRINCIPLE PLACE OF BUSINESS

The principal place of business shall be in the City of Jacksonville, in the County of Duval, in the State of Florida. The principal office will be located at the following address:  
7456 Red Crane Lane, Jacksonville, FL 32256.

## ARTICLE III PURPOSE

Section 1 (Charitable Purpose). This corporation is organized exclusively for charitable, religious, 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 the corresponding section of any future federal tax code.

Section 2 (Approved Actions). In furtherance of the aforesaid purpose and in order to provide funds therefore, the corporation shall have the capacity and power to do any and all things necessary and appropriate to accomplish those purposes, including, without limitation, to:

- (a) Raise funds by solicitations, business enterprises, or borrowing.
- (b) Accept and receive contributions of services, and money, and property of every kind or description by gift, subscription, devise, bequest, or otherwise.
- (c) Buy, build, lease, sell, mortgage, manage or otherwise deal with real and personal property.
- (d) Enter into contracts or agreements of any kind.
- (e) Hold, invest, reinvest and manage money or property and to use the principal and income thereof.

(f) Borrow money and execute and issue promissory notes, bonds, debentures and other evidence of indebtedness, from time to time, for any lawful corporate purpose and to mortgage, pledge, and otherwise charge any and all of its property and other assets to secure the payment thereof.

(g) Do all and everything necessary, suitable and proper for the accomplishment of any of the purposes hereinbefore mentioned, either alone or in association with individuals, charitable organizations, associations, partnerships or other corporations, including federal, state and county and municipal bodies and authorities in general.

(h) Do any and all things which a natural person could do or which may now or hereafter may be authorized by law, and it is the intention that the foregoing enumeration of specific powers shall not be held to limit or restrain in any manner the general powers of this corporation as conferred by law.

Section 3 (Disallowed Actions). Notwithstanding any other provision of these Articles:

(a) 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.

(b) 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 or in opposition to any candidate for public office.

(c) 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 III, Section 1.

(d) The corporation shall not own or hold more real property than is reasonably necessary to carry out the objects of the corporation.

Section 4 (Dissolution of Assets). Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any 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 or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE IV MANNER OF ELECTION

The manner of elections of the Board of Directors for this corporation shall be stated in the Bylaws of the corporation.

## ARTICLE V BOARD OF DIRECTORS

Section 1. The corporate powers of this corporation shall be vested in, and the affairs of this corporation shall be conducted by a Board of Directors composed of not less than three (3) nor more than twenty (20) directors, who shall serve during their lifetime in accordance with the Bylaws and unless their resignation is accepted by a majority vote of the other directors. Vacancies on the Board of Directors created by death or resignation shall be filled by an election held by the remaining directors.

Section 2. The Board of Directors shall have the power to adopt, amend and rescind Bylaws, to have such powers as are set forth in the Bylaws, and to make all rules and regulations expedient for the management of the affairs of the corporation.

Section 3. The Board of Directors may create an Executive Committee and such other committees as may be necessary and discharge such powers and duties, consistent with these Articles, as may be delegated to them by the Board of Directors and/or the Bylaws. The Board of Directors may also appoint an Advisory Committee composed of interested persons, who through their special ability, knowledge and/or skill, may assist, advise and counsel with the Board of Directors, except that members of the Advisory Committee have no vote on any matter related to the business of the corporation.

Section 4. Upon incorporation by the State of Florida, the corporation shall meet and elect the initial Board of Directors within 30 days.

## ARTICLE VI REGISTERED AGENT

The Registered Agent of the corporation is:

Mr. Bruce Ganger  
7456 Red Crane Lane  
Jacksonville, FL 32256

ARTICLE VI  
INCORPORATOR

The incorporator of the corporation is:

Mr. Bruce Ganger  
7456 Red Crane Lane  
Jacksonville, FL 32256

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**Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



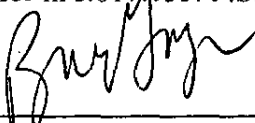
Bruce Ganger, Registered Agent

2/21/2014

Date

**Incorporator's affirmation:**

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.



Bruce Ganger, Incorporator

2/21/2014

Date