

NK40000000A24K

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H14000106260 3)))



H140001062603ABCU

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

14 MAY -2 PM 3:53

RECEIVED

To: Division of Corporations
Fax Number : (850)617-6381

From: Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (561)694-8107
Fax Number : (561)694-1639

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

14 MAY -2 PM 12:48

FILED

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

FLORIDA PROFIT/NON PROFIT CORPORATION
Red Lobster Cares, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	06
Estimated Charge	\$78.75

MD 5/5

FILED
14 MAY - 2 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
RED LOBSTER CARES, INC.**

Not-For-Profit Corporation

These Articles of Incorporation are signed and acknowledged by the incorporator for the purpose of forming a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes known as the Florida Not For Profit Corporation Act (the "Act"), as follows:

**ARTICLE I
NAME AND ADDRESS**

The name of the corporation (hereinafter called "Corporation") is Red Lobster Cares, Inc., and its initial principal office is located at 1000 Darden Center Drive, Orlando, Florida 32837.

**ARTICLE II
DURATION**

The term of the Corporation is fixed in perpetuity and is to commence when these Articles of Incorporation are filed with the Department of State.

**ARTICLE III
PURPOSE AND POWERS**

The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) (the "Code"). The specific purposes for which the Corporation is formed are as follows:

- (a) to provide charitable emergency financial assistance and disaster relief to employees and the dependents of employees of Red Lobster Seafood Co. in their time of need;
- (b) to make charitable contributions to other organizations that are recognized as described in Section 501(c)(3) of the Code; and
- (c) to solicit, receive, invest, administer and distribute property and funds for the above purposes, and for no other purpose;
- (d) to do such acts and carry on such business as may be permitted by nonprofit corporations under the Act and other laws of the State of Florida and the United States in order to accomplish the above purposes; provided, however, that such activities are consistent with Section 501(c)(3) of the Code.

ARTICLE IV
MEMBERSHIP

The Corporation shall not have any members.

ARTICLE V
REGISTERED AGENT

The initial registered office of the Corporation is located at 11380 Prosperity Farms Road, Suite #221E, Palm Beach Gardens, Florida 33410 and Corporate Creations Network, Inc. of such address is the initial registered agent of the Corporation.

ARTICLE VI
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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. 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. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under Section 170(e)(2) of the Code.

In the event the Corporation is ever determined to be a private foundation within the meaning of Section 509(a) of the Code, the Corporation shall be subject to the following restrictions:

- (a) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
- (b) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
- (c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.
- (d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.
- (e) The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Code.

ARTICLE VII
DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, literary, or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court with appropriate jurisdiction, exclusively for such charitable purposes or to such organizations, as said Court shall determine, which are organized and operate exclusively for such charitable purposes.

ARTICLE VIII
DIRECTORS

The number of Directors of the Corporation shall be set forth in the Bylaws of the Corporation. Except as may otherwise be provided in these Articles of Incorporation, the requirements for membership on the Corporation's Board of Directors and the manner of election or appointment of the Directors of the Corporation shall be prescribed by the Bylaws of the Corporation.

ARTICLE IX
INITIAL DIRECTORS

The names of the members of the initial Board of Directors of the Corporation, who shall serve until the first annual meeting of the Corporation or until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Horace Dawson III	1000 Darden Center Drive Orlando, FL 32837
Thomas Gathers	1000 Darden Center Drive Orlando, FL 32837
Salli Setta	1000 Darden Center Drive Orlando, FL 32837

FILED
14 MAY -2 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE X
INCORPORATOR

The name and address, including street and number of the incorporator, is as follows:

Tonya Moore, 1000 Darden Center Drive, Orlando, FL 32837

IN WITNESS WHEREOF, the incorporator of this Corporation has executed these Articles of Incorporation on this 2 day of MAY, 2014.


Tonya Moore, Incorporator

FILED
14 MAY -2 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT
UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

Having been appointed registered agent of Red Lobster Cares, Inc. in its Articles of Incorporation, at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

Corporate Creations Network Inc.

By: 

Print Name: Angela Martin

Print Title: Special Secretary

Dated: May 2nd, 2014