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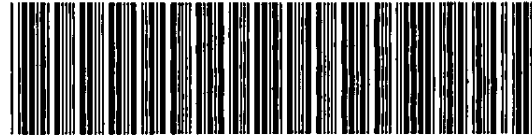
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OCT 7 2014
S. GILBERT

COVER LETTER

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

SUBJECT: **P.E.A.S. FOUNDATION, 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: **Jamie McFadden**

Name (Printed or typed)

1516 Season Point Ct.

Address

Apopka, FL 32712

City, State & Zip

407-975-8763

Daytime Telephone number

Info@peasfoundation.org

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

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

**ARTICLES OF INCORPORATION
OF
P.E.A.S. FOUNDATION, Inc.**

A Florida "Not for Profit" Corporation

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

**Article I
NAME OF CORPORATION**

The name of the corporation is P.E.A.S. Foundation, Inc.

**Article II
PRINCIPAL OFFICE**

The principal office of the corporation is located at 1516 Season Point Ct., Apopka, FL 32712.

**Article III
MAILING ADDRESS**

The mailing address of the corporation is 1516 Season Point Ct., Apopka, FL 32712.

**Article IV
REGISTERED AGENT**

The name of the registered agent of the corporation is Jamie McFadden. The address of this registered agent is 1516 Season Point Ct., Apopka, FL 32712.

**Article V
DURATION/MEMBERSHIP**

The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the Bylaws.

**Article VI
BOARD OF DIRECTORS**

The method of selection of the Board of Directors shall consist of three or more natural persons. The number of directors shall not exceed thirteen and shall be stated in the Bylaws. The method of selection of the Board of Directors shall be stated in the Bylaws. The Initial Board of Directors will consist of five members, as follows:

Jamie McFadden – President
George Arredondo – Vice President
Kurt Anderson – Secretary
Janet Briggs – Treasurer

**Article VII
INCORPORATORS**

The name and address of the incorporator is: Jamie McFadden 1516 Season Point Ct., Apopka, FL 32712.

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TALLAHASSEE, FLORIDA.

Article VIII
CORPORATE PURPOSES

The purpose for which this corporation is formed is exclusively committed to providing grants for fresh produce to organizations that offer meals to food insecure households consist of the following:

- A. The P.E.A.S. Foundation, Inc. seeks to "Produce Eating Alternatives Simple" for food insecure households by providing grants for fresh fruits and vegetables to local homeless shelters, soup kitchens and other charitable organizations, helping to improve the quality of life with a fresh approach. It's Simple: **Fresh Produce, Healthy Meals, Healthy People!**
- B. The Foundation is dedicated to raising awareness within organizations in the Central Florida community.
- C. The P.E.A.S. Foundation also partners with food-related organizations that focus on pressing community needs and who develop innovative food based service projects.
- D. The P.E.A.S. Foundation raises funds through corporate and personal donations and by hosting an annual "Gala in the Garden" Extravaganza.

Article IX
501(c)(3) LIMITATIONS

- A. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state 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.
- B. **EXCLUSIVITY:** The Corporation is organized exclusively for providing grants for fresh produce to organizations who offer meals to food insecure households and raising awareness within organizations in the Central Florida community.
- C. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating financial gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.
- D. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
- E. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.
- F. **"PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:
 - 1.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - 2.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

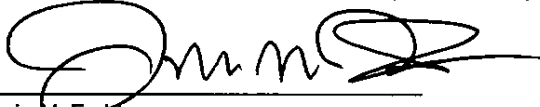
5.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article X
INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

EXECUTION

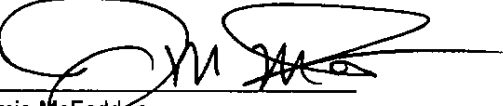
These Articles of Incorporation are hereby executed by the incorporator on this 27th day of September, 2014.



Jamie McFadden

REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for P.E.A.S. Foundation, Inc., a Florida not for Profit Corporation.



Jamie McFadden

Date: 9/27/14