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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

(Business Entity Name)

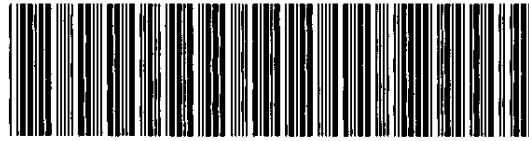
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2015 MAY 14 PM 2:10  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS & CHARITABLE ORGANIZATIONS

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RCC  
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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 20, 2015

BORJA FABREGAS  
P.O. BOX 13098  
MIAMI, FL 33101

SUBJECT: MIAMI FOOD BANK INC  
Ref. Number: W15000035660

We have received your document for MIAMI FOOD BANK 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 terms BANK, BANKER, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION or words of similar import, must be obtained from the Office of Financial Institutions, pursuant to section 655.922(2a), Florida Statutes. Their telephone number should you need to contact them is 850-410-9800.

The document is illegible and not acceptable for imaging.

Section 607.0120(4), 617.01201, or 605.0206, Florida Statutes, requires all corporate documents to be typewritten or printed in ink.

Please return 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.

Carol Mustain  
Regulatory Specialist II

Letter Number: 115A00010610



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 9, 2015

BORJA FABREGAS  
P.O. BOX 13098  
MIAMI, FL 33101

SUBJECT: MIAMI FOOD BANK INC  
Ref. Number: W15000035660

We have received your document for MIAMI FOOD BANK 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):

You failed to make the correction(s) requested in our previous letter.

The document is illegible and not acceptable for imaging.

Section 607.0120(4), 617.01201, or 605.0206, Florida Statutes, requires all corporate documents to be typewritten or printed in ink.

Please return 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.

Carol Mustain  
Regulatory Specialist II

Letter Number: 515A00014415



## FLORIDA OFFICE OF FINANCIAL REGULATION

www.FLOFR.com

**DREW J. BREAKSPEAR**  
COMMISSIONER

June 17, 2015

Ms. Gabriella Morello  
600 Brickell Avenue  
Suite 2700  
Miami, FL 33131

Re: Miami Food Bank, Inc.

Dear Ms. Morello:

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 (Miami Food Bank, Inc.) 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 "M. Barry Gilman, Bureau Chief".

M. Barry Gilman  
Director  
Division of Financial Institutions

BG/dlb

cc: Lyn Shoffstall, Chief, Bureau of Commercial Recordings, Division of Corporations,  
Department of State

**ARTICLES OF INCORPORATION**

**OF**

**MIAMI FOOD BANK, INC.**

**Article I Name**

The name of this Florida not-for-profit corporation (the "Corporation") is:  
Miami Food Bank, Inc.

**Article II Principal Office**

The principal street and mailing address of the Corporation is:

Principal Street Address

111 SW 3<sup>rd</sup> Street, Suite PH  
Miami, FL 33130

Mailing Address

600 Brickell Ave., Suite 2700  
Miami, FL 33131

**Article III Purpose**

The purpose for which the Corporation is organized is to operate exclusively for charitable, educational, scientific, and literary purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws); and within such limits, primarily to **collect, store, and distribute food to needy residents of Miami**; and, consistent with the above, to exercise all powers available to corporations organized pursuant to the Florida Not For Profit Corporation Act.

**Article IV Membership**

There shall be no voting members of the Corporation.

**Article V Registered Agent**

**[Do we know that a consulting firm can serve as resident agent? If no one has confirmed, this needs to be researched.]**

The name and address of the registered agent of the Corporation is:

Appelrouth Consulting Corp.  
999 Ponce de Leon, Suite 625  
Coral Gables, FL 33134

FILED  
2015 MAY 14 PM 2:11  
SECRETARY OF STATE  
CORPORATION DIVISION

**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, members 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h). The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3) or by a corporation contributions to which are deductible under Code Section 170(c)(2).

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for the period in which the Corporation is so deemed, the Corporation shall distribute its income for each tax year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self dealing as defined in Code Section 4941(d), retain any excess business holdings as defined in Code Section 4943(c), make any investments as to subject the Corporation to tax under Code Section 4944 or make any taxable expenditures as defined in Code Section 4945(d).

**Article VII    Board of Directors**

The name of each member of the Corporation's Board of Directors is:

Borja Fabregas, 111 SW 3<sup>rd</sup> Street, Suite PH, Miami, FL 33130

Jaime Nicolas-Correa, 2250 NW 84<sup>th</sup> Avenue, #101, Miami, FL 33122

Gabriella Morello, 600 Brickell Ave., Suite 2700, Miami, FL 33131

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but may never be less than three. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

**Article VIII Incorporator**

The name and address of the incorporator is:

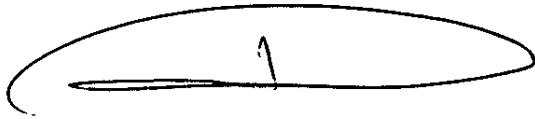
Borja Fabregas  
111 SW 3<sup>rd</sup> Street, Suite PH  
Miami, FL 33130

**Article IX Dissolution**

Upon the dissolution or winding up of the Corporation, the assets remaining after payment (or provision for payment) of the Corporation's debts and liabilities shall be distributed 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, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

**Article X Corporate Existence**

The corporate existence of the Corporation shall begin effective as of June 24, 2015.  
The authorized representative of the incorporator executed these Articles of Incorporation on July 10<sup>th</sup>, 2015.



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Borja Fabregas

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

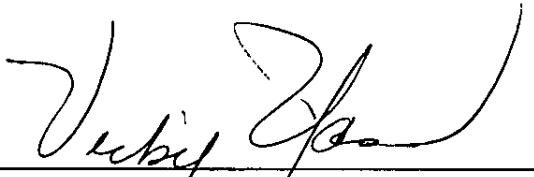
**CORPORATION**

Miami Food Bank, Inc.

**REGISTERED AGENT/OFFICE**

Appelrouth Consulting Corp.  
999 Ponce de Leon, Suite 625  
Coral Gables, FL 33134

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in the Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Appelrouth Consulting Corp.

Date: July 10, 2015