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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

15 AUG 10 AM 8:30

APPROVED
AND
FILED

COVER LETTER

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

SUBJECT: RESCUED FOODS, 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: Alexander S. Orlofsky, Esq.

Name (Printed or typed)

767 Arthur Godfrey Road

Address

Miami Beach, Florida 33140

City, State & Zip

305-538-2344

Daytime Telephone number

alex@orlofskylawfirm.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

August 3, 2015

ALEXANDER S. ORLOFSKY, ESQ.
767 ARTHUR GODFREY ROAD
MIAMI BEACH, FL 33140

SUBJECT: RESCUED FOODS, INC.
Ref. Number: W15000052217

We have received your document for RESCUED FOODS, 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):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

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.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 015A00016265

APPROVED
AND
FILED

RESCUED FOODS, INC.

A Florida Not for Profit Corporation
(in compliance with Florida Statute § 617 et seq.)

15 AUG 10 AM 8:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF
INCORPORATION**

**ARTICLE I
NAME**

1.01 Name

The name of this corporation shall be RESCUED FOODS, INC. The business of the corporation may be conducted as RESCUED FOODS, INC.

**ARTICLE II
DURATION AND EFFECTIVE DATE**

2.01 Duration

The period of duration of the corporation is perpetual.

**ARTICLE III
PURPOSE**

3.01 Purpose

Rescued Foods, Inc., is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Rescued Foods, Inc.'s purpose is to to provide perishable food that would be discarded by grocery stores, restaurants and hotels to various food banks in South Florida.

Our programs include sending out ambassadors to raise social consciousness about the cause on a local and global level, and to hold fundraising events in order to provide immediate relief and assistance to those suffering from hunger regardless of their race, ethnicity, gender, sexual orientation or religion in South Florida.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

At times, per the discretion of the board of directors, we may provide internships or volunteer opportunities which will provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

3.02 Public Benefit

Rescued Foods, Inc., is designated as a public benefit corporation.

ARTICLE IV

NON-PROFIT NATURE

4.01 Non-profit Nature

RESCUED FOODS, INC. is organized exclusively for charitable and educational 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 corresponding section of any future federal tax code. No part of the net earnings of RESCUED FOODS, INC. 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

RESCUED FOODS, INC. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of RESCUED FOODS, INC. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the RESCUED FOODS, INC., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a

charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the RESCUED FOODS, INC. hereunder shall be selected by the discretion of a majority of the managing body of the RESCUED FOODS, INC. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the RESCUED FOODS, INC. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 3.01.

4.05 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) 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 V
BOARD OF DIRECTORS

5.01 Governance

RESCUED FOODS, INC. shall be governed by its board of directors.

5.02 Initial Directors

The initial directors of the corporation shall be MARK LYN, DAVID FARCY and JEFFREY RANSELL.

5.03 Method of Election

The manner of election of the directors shall be as stated in the corporate by-laws.

ARTICLE VI
MEMBERSHIP

6.01 Membership

RESCUED FOODS, INC. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII
AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII
ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The address of the corporation is:

RESCUED FOODS, INC.
767 ARTHUR GODFREY ROAD
MIAMI BEACH, FLORIDA 33140

The mailing address of the corporation is:

RESCUED FOODS, INC.
767 ARTHUR GODFREY ROAD
MIAMI BEACH, FLORIDA 33140

ARTICLE IX
APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:

THE ORLOFSKY LAW FIRM, P.L.
767 ARTHUR GODFREY ROAD
MIAMI BEACH, FLORIDA 33140

ARTICLE X
INCORPORATOR

The incorporator of the corporation is as follows:

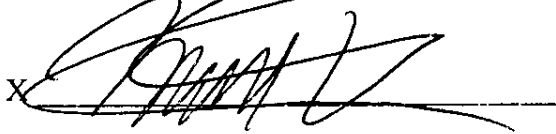
MARK LYN
c/o the Orlofsky Law Firm, P.L.
767 Arthur Godfrey Road
Miami Beach, Florida 33140

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CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of RESCUED FOODS, INC. were approved by the board of directors on JULY 22nd 2015 and constitute a complete copy of Articles of Incorporation of RESCUED FOODS, INC.

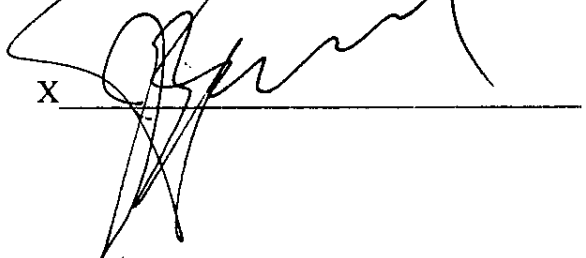
MARK LYN
PRESIDENT and CEO
c/o the Orlofsky Law Firm, P.L.
767 Arthur Godfrey Rd
Miami Beach, FL 33140

X 

DAVID FARCY, MD
VICE PRESIDENT and SECRETARY
c/o the Orlofsky Law Firm, P.L.
767 Arthur Godfrey Rd
Miami Beach, FL 33140

X 

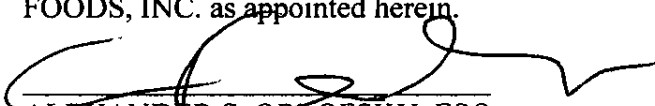
JEFFREY RANDELL
TREASURER and CFO
c/o the Orlofsky law Firm, P.L.
767 Arthur Godfrey Road
Miami Beach, FL 33140

X 

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**ACKNOWLEDGMENT OF CONSENT
TO APPOINTMENT AS REGISTERED AGENT**

I, the ORLOFSKY LAW FIRM, P.L., agree to be the registered agent for RESCUED FOODS, INC. as appointed herein.



ALEXANDER S. ORLOFSKY, ESQ,
Registered Agent

Date: July 22, 2015

ACKNOWLEDGMENT OF INCORPORATOR

I, MARK LYN 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.



MARK LYN
Incorporator

15 AUG 10 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED