

N/16000005866

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900285683519

05/13/16--01030--027 **87.50

FILED
U.S. DISTRICT COURT
SOUTHERN DISTRICT OF CALIFORNIA
LOS ANGELES
MAY 13 2016

W/16 -038437

06/10/16



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 19, 2016

JULIE RATLIFF
650 CARTER RD.
WINTER GARDEN, FL 34787

SUBJECT: KELLY'S CARES, INC.
Ref. Number: W16000036437

We have received your document for KELLY'S CARES, 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):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

The document number of the name conflict is P15000015493.

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.

Thomas Chang
Regulatory Specialist II
New Filing Section

Letter Number: 316A00010670

RECEIVED
16 JUN -9 AM 11:05
TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: KELLYS CARES, 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: JULIE RATLIFF
Name (Printed or typed)

650 CARTER ROAD
Address

WINTER GARDEN, FL 34787
City, State & Zip

Daytime Telephone number

JULIE.RATLIFF@KELLYSFOODS.COM

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

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

15 JUL -9 PM 10:20
JUL 15 1998
JUL 15 1998

ARTICLES OF INCORPORATION OF Kelly's Foods Cares, Inc.

A Non Profit Corporation

The undersigned, being over the age of eighteen (18) years and competent to contract, for the purpose of organizing a Corporation not-for-profit pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

NAME

The name of this Corporation shall be Kelly's Foods Cares, Inc.

ARTICLE II

PRINCIPAL OFFICE

The physical and mailing address of the principal office of the Corporation shall be 650 Carter Road, Winter Garden, FL 34787.

ARTICLE III

PURPOSE AND POWERS

(1) The purpose for which the Corporation is organized and operated is exclusively for charitable, religious, educational, or 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. Such purposes shall include, but are not limited to the following:

(a) The Corporation hopes to benefit the lives of the employees of Kelly Foods, by assisting the employees in their emotional, physical, and mental needs, and providing adequate life skills programs and funding that will assist them in managing, maintaining, and improving their quality of life.

(2) As a means of accomplishing the above purposes and methods, the Corporation shall have the following powers:

(a) To receive and accept gifts of money and property and to hold the same for any of the purposes of the Corporation and its work.

(b) To raise or assist in raising funds for the purposes herein set forth, including the issuance of bonds or other instruments of credits.

(c) To acquire, own, lease, mortgage and dispose of property both real and personal.

(d) To accept property and donations in trust for religious or charitable purposes.

(3) The property of the Corporation is irrevocably dedicated to religious, educational and charitable purposes, and no part of the net earnings of the corporation/organization shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c)(3) purposes.

(a) No substantial part of the activities of the corporation/organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation/organization 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.

(b) The Corporation shall not:

(1) operate for the purpose of carrying on a trade or business for profit;

(2) accumulate income, invest income, or divert income, in a manner endangering its exempt status; or

(3) except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of the Corporation.

ARTICLE IV

MANNER OF ELECTION

Directors shall be elected as set forth in the Corporation's Bylaws.

ARTICLE V

INITIAL BOARD OF DIRECTORS

This Corporation shall have five (5) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). The name and street addresses of the initial directors of this Corporation are:

Anthony Hodge, President, 650 Carter Road, Winter Garden, FL 34787

Kenny Kelly Jr., Vice President, 650 Carter Road, Winter Garden, FL 34787

Julie Ratliff, Secretary, 650 Carter Road, Winter Garden, FL 34787

Ruby Snider, Treasurer, 650 Carter Road, Winter Garden, FL 34787

Nicole Wolter, Director, 650 Carter Road, Winter Garden, FL 34787

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The name and address of the registered agent shall be as follows:

Julie Ratliff

650 Carter Road

Winter Garden, FL 34787

ARTICLE VII

INCORPORATOR

The name and street address of the Incorporator is:

Julie Ratliff
650 Carter Road
Winter Garden, FL 34787

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX

INDEMNIFICATION

This Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this Corporation.

Notwithstanding any other provision of these articles, the corporation/organization shall not carry on any other activities nor activities permitted to be carried on:

(1) by a corporation/organization exempt from Federal income tax under Section 501(c)(3) of the I.R.S. Code (or corresponding section of the any future Federal tax code) or

(2) by a corporation/organization, contributions to which are deductible under Section 170(c)(2) of the I.R.S. Code (or corresponding section of any future Federal tax code.)

(a) Upon dissolution of the Corporation, the Board of Directors shall, after paying or adequately providing for all the debts, obligations, and liabilities of the Corporation, distribute the remaining assets of the Corporation exclusively for the nonprofit religious, educational, or charitable purposes to such organization or organizations which are tax exempt under section 501 (c) (3) of the Code, as amended, as the Board of Directors in its sole discretion shall determine. The extent of personal liability, if any, for directors, officers, or members for corporate obligations and the methods of enforcement and collection, are as follows: NONE. Further, the Directors and Officers shall be exempt from liability and/or indemnified from costs and judgments to the full extent permitted by Florida law. In the event the Florida law is subsequently amended to authorize the further elimination or limitation of the liability of Directors or Officers of nonprofit corporations, the liability of Directors and Officers of the corporation in addition to the limitation on personal liability provided under this Article, shall be limited to the fullest extent permitted by such later amended Florida law.

ARTICLE X

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto.

Julie Rattiff Julie Rattiff Secretary 5/10/14
Signature of Incorporator Print Name, Title Date

Having been named as registered agent to accept services of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Julie Rattiff Julie Rattiff Secretary 5/10/14
Signature of Registered Agent Print Name, Title Date

STATE OF
MISSISSIPPI
MAY 10 2014 10:29