

N20000003315

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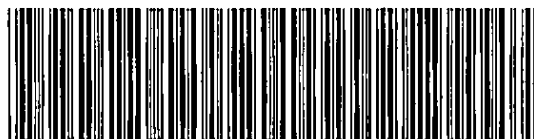
(Business Entity Name)

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Restarted Art

MAY 20 2020
ALBRITTON

COVER LETTER

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

SUBJECT: Buccan Provisions Non-Profit Corp.
CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☐ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM: Brendan Chatham, Esq.
Name (Printed or typed)
921 Walnut Street, Suite 200
Address
Boulder, CO 80302
City, State & Zip
303-442-6514
Daytime Telephone number
clanton@hbcboulder.com
E-mail address: (to be used for future annual report notification)

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 29, 2020

BRENDAN CHATHAM, ESQ.
HUTCHINSON BLACK AND COOK, LLC
921 WALNUT STREET - STE. 200
BOULDER, CO 80302

SUBJECT: BUCCAN PROVISIONS NON-PROFIT CORP.
Ref. Number: N20000003315

We have received your document for BUCCAN PROVISIONS NON-PROFIT CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You have submitted an amendment form with Amended and Restated Articles attached. We can not file your Amendment form with the Amended and Restated Articles attached.

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

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) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 620A00008876

RESTATED ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S. (Not for Profit)

ARTICLE 1 NAME

ARTICLE 1 NAME Buccan Provisions Non-Profit Corp.
The name of the corporation is:

ARTICLE II RESTATED ARTICLES

ARTICLE II RESTATEDARTICLES Full restatement of Articles
The text of the Restated Articles is as follows:
of Incorporation. Please see the attached.

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <u>X</u> Change ___ Add ___ Remove	<u>CD</u>	<u>Samuel Slattery</u>	<u>1901 S. Dixie Highway</u> <u>West Palm Beach, FL 33401</u>
2) <u>X</u> Change <u>X</u> Add ___ Remove	<u>D</u>	<u>Oliver L. Quinn</u>	<u>1901 S. Dixie Highway</u> <u>West Palm Beach, FL 33401</u>
3) ___ Change ___ Add ___ Remove	_____	_____	_____ _____ _____
4) ___ Change ___ Add ___ Remove	_____	_____	_____ _____ _____
5) ___ Change ___ Add ___ Remove	_____	_____	_____ _____ _____
6) ___ Change ___ Add ___ Remove	_____	_____	_____ _____ _____

The **name and Florida street address** (P.O. Box **NOT** acceptable) of the registered agent is:

Name: _____

Address: _____

Having been named as registered agent to accept service 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

Required Signature/Registered Agent

Date

ARTICLE VI ARTICLE CONSOLIDATION

These adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

ARTICLE VII REQUIRED ADOPTION INFORMATION

Adoption of Amendment(s) (CHECK ONE)

☐ These restated articles of incorporation contain an amendment to the articles of incorporation which required member approval. The date of adoption of the amendments was _____, and the votes cast were sufficient for approval

☒ These restated articles of incorporation were adopted by the board of directors.

ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: April 13, 2020 (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

I submit this document and affirm that the facts stated herein are true. I am aware that the 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.

Dated: 05/15/2020

Signature: 

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

Samuel Slattery

(Typed or printed name of person signing)

Chairman of the Board of Directors

(Title of person signing)

**RESTATED
ARTICLES OF INCORPORATION
OF
BUCCAN PROVISIONS NON-PROFIT CORP.
(A FLORIDA NOT FOR PROFIT CORPORATION)**

Pursuant to the Florida Not for Profit Corporation Act (the "*Act*"), these Amended and Restated Articles of Incorporation (the "*Restated Articles*") hereby amend and restate in their entirety the Articles of Incorporation, as originally filed with the Florida Secretary of State on March 23, 2020 (the "*Previous Articles*") by the incorporator named below (and if a natural person at least 18 years of age or older), on behalf of **BUCCAN PROVISIONS NON-PROFIT CORP.** (the "*Corporation*").

These Restated Articles set forth amendments to and restate the Previous Articles and have been approved by the resolution of the Corporation's Board of Directors (as defined below).

**ARTICLE I
NAME**

The name of the Corporation is **BUCCAN PROVISIONS NON-PROFIT CORP.**

**ARTICLE II
DURATION**

The period of duration of the Corporation shall be perpetual.

**ARTICLE III
OFFICES**

A. The street address of the registered office of the Corporation is **1901 S. DIXIE HIGHWAY, WEST PALM BEACH, FLORIDA 33401** and the name of the initial registered agent at that address is **SAM SLATTERY**.

B. The address of the Corporation's principal office is **1901 S. DIXIE HIGHWAY, WEST PALM BEACH, FLORIDA 33401**.

**ARTICLE IV
PURPOSE**

The Corporation is organized and shall be operated for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "*Code*"), to be operated under and by virtue of the laws of the State of Florida concerning not-for-profit corporations, including without limitation, the Act. Without limiting the generality of the foregoing and subject to the restrictions and limitations set forth in Article VI below, the objects and purposes of the Corporation and the nature of the business to be carried on by it are:

A. To nourish, support, and promote the well-being and dignity of healthcare and medical workers, the low-income, food-insecure and other vulnerable people in South Florida by: (1) converting underutilized commercial cooking facilities; and (2) retaining and continuing to employ trained staff and personnel to cook free and/or reduced cost nutritious meals to be prepared, packaged and distributed with care in accordance with the highest standards for sanitation and quality. In furtherance of the foregoing, the Corporation shall: (a) join and lead the ranks of "Food First Responders" to serve the needs of the people most impacted by emergency events, including the 2020 novel coronavirus pandemic; (b) collaborate with the local community and culinary partners to raise money and resources for the acquisition of ingredients and other raw materials to be used in the preparation and distribution of such meals; (c) support and bolster the nutrition safety

net for the South Florida community in concert with free school lunches, food banks and other community resources during a crisis when such resources may suffer shortages and otherwise be unavailable; and (d) prepare, package and distribute free meals cooked with care to the impacted South Florida community described herein.

B. To take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value.

C. To work with other not-for-profit organizations that are qualified under Section 501(c)(3) of the Code to further the purposes of the Corporation.

D. In general, to carry on any other business connected with or incidental to the foregoing objects and purposes and to have and to exercise all the powers conferred by the laws of the State of Florida upon corporations formed under the Act.

E. To invest, reinvest or deal with the principal or the income thereof in such a manner as in the judgment of the Corporation's Board of Directors (the "*Board of Directors*") which will promote the purposes of the Corporation without limitation, except such limitations, if any, set forth in the instrument pursuant to which such property is received, these Restated Articles, the Bylaws of the Corporation (the "*Bylaws*"), or any laws applicable thereto.

F. To receive and administer funds for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Code.

G. To operate at all times in a manner that will assure the qualification of the Corporation as an organization described in Section 501(c)(3) of the Code.

H. To the extent that any of the foregoing objects and purposes fail to qualify as proper purposes for an exempt organization under Section 501(c)(3) of the Code, then the Board of Directors is hereby authorized to take such action as is necessary to amend or remove those objects and purposes from these Restated Articles.

I. To do any act or thing incidental or connected with the foregoing purposes or an advancement thereof, but not for the pecuniary profit or financial gain of any director serving on the Board of Directors or any officers of the Corporation, except to the extent any such person is performing employment related services on behalf of the Corporation.

ARTICLE V POWERS

In furtherance of the purposes described in Article IV above, and subject to the restrictions and limitations set forth in Article VI below, the Corporation shall have and is permitted to exercise all of the rights, powers, privileges and immunities now or subsequently conferred upon non-profit corporations organized under the laws of the State of Florida, including without limitation, the Act. The Corporation is permitted to do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law. The Corporation is permitted to take such actions as are appropriately authorized by its officers or directors.

ARTICLE VI RESTRICTIONS ON POWERS AND PURPOSES

A. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code, or by an organization, contributions

to which are deductible under Section 170(c)(2) of such Code and the regulations related thereto as they now exist or as they may hereafter be amended.

B. No solicitation of contributions to the Corporation shall be made, and no gift, bequest, or devise to the Corporation shall be accepted, upon any condition or limitation that in the opinion of the Corporation may cause the Corporation to lose such federal income tax exemption.

C. No part of the net earnings of the Corporation shall inure to the benefit of any director serving on the Board of Directors or any officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in the promotion of one or more of its purposes), and no director serving on the Board of Directors or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

D. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

E. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the remaining assets of the Corporation for: (1) one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or a corresponding section of any future federal tax code; or (2) a public purpose, to the federal government or a state or local government. Any assets not distributed in accordance with subsections (1) or (2) above shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located exclusively for the purposes described in subsections (1) or (2) above or to such other organization or organizations which are organized and operated exclusively for such purposes described in subsections (1) or (2) above.

ARTICLE VII MEMBERSHIP

The Corporation will not have members with voting or other rights or powers under the Act. The Corporation may have various classes of non-voting members for fundraising or other purposes.

ARTICLE VIII BOARD OF DIRECTORS

The corporate powers and management of the Corporation will be vested in and exercised by the Board of Directors. The Board of Directors will be composed of at least three (3) directors, appointed in the manner set forth in the Bylaws. The number of directors, their classifications, if any, and their terms of office shall be determined in accordance with the Bylaws. The names and addresses of the initial directors are as follows:

SAMUEL SLATTERY
1901 S. Dixie Highway
West Palm Beach, Florida 33401

CLAY CONLEY
350 South County Road
Palm Beach, Florida 33480

OLIVER L. QUINN
1901 S. Dixie Highway
West Palm Beach, Florida 33401

ARTICLE IX
OFFICERS

The Corporation will have such officers as may from time to time be prescribed by the Bylaws. Their terms of office and the manner of their designation or selection will be determined according to the Bylaws then in effect.

ARTICLE X
LIMITATION ON DIRECTOR LIABILITY

No director shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director, except that no director's liability to the Corporation for monetary damages shall be eliminated or limited on account of any of the following: (A) any breach of the director's duty of loyalty to the Corporation; (B) any acts or omissions of the director not in good faith or that involve intentional misconduct or a knowing violation of law; (C) the director's assent to or participation in a loan by the Corporation to any director or officer of the Corporation; (D) the director's assent to a distribution made in violation of § 617.1301 of the Act; and (E) any transaction in which the director received improper personal benefit. If the Act is hereafter amended to eliminate or limit further the liability of a director, then, in addition to the elimination and limitation of liability provided by the preceding sentence, the liability of each director shall be eliminated or limited to the fullest extent permitted by the Act as so amended. Any repeal or modification of this Article X shall not adversely affect any right or protection of a director of the Corporation under this Article X as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this Article X, prior to such repeal or modification. Nothing herein will be construed to deprive any director of the right to all defenses ordinarily available to a director nor will anything herein be construed to deprive any director of any right for contribution from any other director or other person.

ARTICLE XI
INDEMNIFICATION

The Corporation shall indemnify, to the fullest extent permitted by applicable law in effect from time to time, any person, and the estate and personal representative of any such person, against all liability and expense (including attorney's fees) incurred by reason of the fact that he or she is or was a director or officer of the Corporation or, while serving as a director or officer of the Corporation, he or she is or was serving at the request of the Corporation as a director, officer, partner, employee, fiduciary, or agent of, or in any similar managerial or fiduciary position of, another domestic or foreign corporation or other individual or entity or of an employee benefit plan. The Corporation shall also indemnify any person who is serving or has served the Corporation as director, officer, employee, fiduciary, or agent, and that person's estate and personal representative, to the extent and in the manner provided in any bylaw, resolution of the members or directors, contract, or otherwise, so long as such provision is legally permissible. Notwithstanding anything to the contrary in this Article XI, such indemnity shall not extend to conduct not undertaken in good faith to promote the best interests of the Corporation, nor to any recklessness or willful misconduct; and, provided further, that this indemnification shall be limited to the total assets of the Corporation.

ARTICLE XII
PRIVATE FOUNDATION STATUS

Notwithstanding any other provision of these Restated Articles, if at any time or times the Corporation is deemed to be a "private foundation" within the meaning of Section 509(a) of the Code, then during such time or times:

A. The Corporation will distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code;

B. The Corporation will not engage in any act of self-dealing, as defined in Section 4941(d) of the Code;

C. The Corporation will not retain any excess business holdings, as defined in Section 4943(c) of the Code;

D. The Corporation will not make any investments that would subject the Corporation to taxation under Section 4944 of the Code; and

E. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

F. The private property of the directors serving on the Board of Directors and the officers of the Corporation will not be subject to payment of corporate debts to any extent whatsoever.

ARTICLE XIII NONDISCRIMINATORY POLICY

The Corporation will make its services, facilities, and programs available to all persons regardless of race, color, creed, national origin, sex, sexual orientation or handicap, and the Corporation will not in any way discriminate against any person on the basis of race, color, creed, national origin, sex, sexual orientation or handicap.

ARTICLE XIV AMENDMENTS TO ARTICLES OF INCORPORATION

Any amendment to these Restated Articles may be proposed by any director and shall be approved by the affirmative vote of a majority of the directors, except that no such amendment shall be made that would: (A) change the nature of the activities to be carried on that would not be permitted by an organization exempt from federal income taxation under Section 501(c)(3) of the Code; or (B) have the effect of giving any director or officer of the Corporation any proprietary interest in the Corporation's property or assets, whether during the term of the Corporation's existence or as an incident to its dissolution.

IN WITNESS WHEREOF, the undersigned does hereby certify that the adoption of these Amended and Restated Articles of Incorporation is the act and deed of the Corporation and the facts stated herein are true, as of this April 13, 2020.

The name and mailing address of the individual who causes this document to be delivered for filing and whom the Secretary of State may contact regarding this document is: **SAMUEL SLATTERY / 1901 S. DIXIE HIGHWAY, WEST PALM BEACH, FLORIDA 33401.**

By: _____


SAMUEL SLATTERY,
ITS DIRECTOR