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FLORIDA PROFIT/NON PROFIT CORPORATION
Meals of Hope Foundation, Inc.

Certificate of Status	0
Certified Copy	1
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J DENNIS
AUG 27 2021

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**ARTICLES OF INCORPORATION OF
MEALS OF HOPE FOUNDATION, INC.
(A Corporation Not-For-Profit)**

These Articles of Incorporation are amended and restated in their entirety in conformance with §617.1007.

**ARTICLE I
NAME AND ADDRESS**

The name of the Corporation is MEALS OF HOPE FOUNDATION, INC. ("Corporation") The principal office and mailing address of the Corporation is 2221 Corporation Blvd., Naples, Florida 34109.

**ARTICLE II
PURPOSES**

The Corporation is organized and shall at all times be operated as a Supporting Organization as that term is defined under the provisions of §509(a)(3)(B)(ii) of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation shall be supervised or controlled in connection with Meals of Hope, Inc., a Florida not for profit organization exempt from federal income tax under §§170(b)(1)(A)(vi), 501(c)(3) and 509(a)(1) ("MOH"). The Supported Organization shall be the MOH. The Corporation shall support the charitable purposes of MOH.

**ARTICLE III
NECESSARY POWERS**

The Corporation shall have the power to exercise all powers granted to a Corporation not for profit under Florida law.

**ARTICLE IV
BOARD OF DIRECTORS**

Management of the Corporation shall be vested in the Corporation's Board of Directors the members of which shall be not less than Three (3) nor more than Fifteen (15) individuals. The Directors of the Corporation shall be nominated, elected and removed or replaced by the Board of Directors of MOH. No less than 67% of the directors of the Directors of the Corporation shall be members of the Board of Directors of MOH.

**ARTICLE V
MEMBERSHIP**

The Corporation shall have no Members.

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ARTICLE VI
PROHIBITED ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, 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 Article II hereof.

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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office or engage in political activities of any kind, except as permitted by the provisions of §501(h) of the Code.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under §501(c)(3) of the Code, or (b) by a Corporation, contributions to which are deductible under §§170(c)(2), 2055, 2100(a)(2) and 2522 of the Code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in §509(a) of the Code, then in that event, the Corporation:

A. shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Code; and,

B. shall not (i) engage in any act of self-dealing as defined in § 4941(d) of the Code; (ii) retain any excess business holdings as defined in § 4943(c) of the Code; (iii) make any investments in such manner as to subject it to tax under § 4944 of the Code; or (iv) make any taxable expenditures as defined in § 4945(d) of the Code.

Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by a corporation qualifying for exemption from Federal 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.

ARTICLE VII
DISSOLUTION

In the event of dissolution, the residual assets of the Corporation other than any restricted assets which clearly provide for their disposition shall be distributed by the Board of Directors of the Corporation to MOH; provided however, that if MOH is not described as an entity exempt from federal income taxation under §§501(c)(3) and 170(c)(2) of the Code at the time of the dissolution of the Corporation, then the Board of Directors of the Corporation shall transfer the residual assets of the Corporation to one or more organizations described in §501(c)(3) and 170(c)(2) of the Code which operate meals or food pantry programs for the benefit of the poor in Southwest Florida.

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ARTICLE VIII
AMENDMENT OF BYLAWS

Except as provided by these Articles and by the Bylaws, the Corporation's Bylaws may be amended, altered, restated or repealed and new Bylaws may be adopted only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors of the Corporation with the consent of at least 51% of the Board of Directors of MOH. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

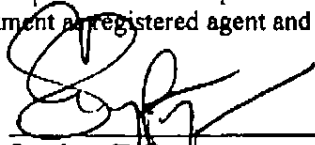
ARTICLE IX
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, altered, restated or repealed and new Bylaws may be adopted only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors of the Corporation with the consent of at least 51% of the Board of Directors of MOH.

ARTICLE X
REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The street address of the Corporation's registered office in the State of Florida is 2221 Corporation Blvd, Naples, Florida 34109, and the name of its registered agent at such office is Stephen T. Popper.

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



Stephen T. Popper
Registered Agent



Date

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**ARTICLE XI
INCORPORATOR**

The name and address of the Incorporator is:

Kevin Carmichael
2150 Goodlette Road North, Sixth Floor
Naples, Florida 34102

I 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.



Kevin Carmichael, Incorporator

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