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2022 JUL 28 AM 3:17

SECRETARY OF STATE  
TALLAHASSEE, FL

**ARTICLES OF INCORPORATION  
OF  
THE FULL BELLY FUND, INC.**

**A Florida Not for Profit Corporation**

Pursuant to the applicable provisions of Chapter 617 of the Florida Statutes, the undersigned Florida Not for Profit Corporation, **THE FULL BELLY FUND, INC.** (hereinafter the "Corporation"), hereby states:

**ARTICLE I  
CORPORATION NAME**

The name of the Corporation is **THE FULL BELLY FUND, INC.**

**ARTICLE II  
PRINCIPAL OFFICE ADDRESS**

The Corporation's principal office address is:

13211 Reams Rd Suite 108  
Windermere, FL 34786

**ARTICLE III  
MAILING ADDRESS**

The Corporation's mailing address is:

13211 Reams Rd Suite 108  
Windermere, FL 34786

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**ARTICLE IV  
REGISTERED AGENT**

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

CPLS, P.A.  
201 E Pine St Suite 445A  
Orlando, FL 32801

Articles of Incorporation  
of  
THE FULL BELLY FUND, INC.

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CLERK OF CIRCUIT COURT  
JUL 28 2022

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.

*Signature:*

Mary Cannon  
Name

July 21, 2022

Date

**ARTICLE V**  
**OFFICERS AND DIRECTORS**

The initial officer(s) and/or director(s) of the Corporation are:

**Founder and Director**

Stephen Facella  
13211 Reams Rd Suite 108  
Windermere, FL 34786

**Founder and Director**

Danielle Facella  
13211 Reams Rd Suite 108  
Windermere, FL 34786

**Director**

Jennifer Joseph  
13211 Reams Rd Suite 108  
Windermere, FL 34786

**Director**

Chad Goote  
13211 Reams Rd Suite 108  
Windermere, FL 34786

**Director**

Mary Cannon  
13211 Reams Rd Suite 108  
Windermere, FL 34786

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The method of selection of Officers and Directors, and the number of Officers and Directors, shall be stated in the Corporation's Bylaws. The number of Directors shall never be fewer than three.

## **ARTICLE VI** **CORPORATE PURPOSES**

The purposes for which this Corporation is formed are exclusively charitable and educational and consist of the following:

1. To mitigate food insecurity and provide nourishing groceries to those in need.
2. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, religious, scientific, or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
3. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.
4. This Corporation is formed exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **ARTICLE VII** **501(c)(3) LIMITATIONS**

1. CORPORATE PURPOSES. Notwithstanding any other provision of these Articles of Incorporation, ~~this Corporation shall not carry on any other activities not permitted to~~ be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) 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.
2. EXCLUSIVITY. The Corporation is organized exclusively for charitable and educational purposes.

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ALABAMA  
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3. NO PRIVATE INUREMENT. The Corporation is not organized, nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The property, assets, profits, and net income of the Corporation are irrevocably dedicated to charitable and educational purposes, no part of which shall inure to the benefit of any private person or individual. The Corporation shall not distribute any gains, profits, or dividends to the Directors, Officers, members, or trustees thereof, or to any other private persons or individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered in carrying out, and to make payments and distributions in furtherance of, the purposes set forth in these Articles of Incorporation.
4. LOBBYING AND POLITICAL CAMPAIGNS. 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.
5. DISSOLUTION. Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

#### ARTICLE VIII

#### DEBT OBLIGATIONS AND PERSONAL LIABILITY

No Officer or Director of this Corporation shall be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the Officers or Directors be subject to the payment of the debts or obligations of this Corporation.

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TALLAHASSEE, FL

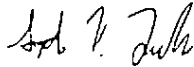
**ARTICLE IX**  
**INDEMNIFICATION**

The Corporation indemnifies any Directors, Officers, members, employees, or incorporators of the Corporation from any liability concerning the Corporation and its activities and affairs, excepting any malicious conduct or intentional violations of the law.

**ARTICLE X**  
**AMENDMENT**

These Articles of Incorporation may be amended in accordance with, and as shall be provided for in, the Corporation's Bylaws.

IN WITNESS WHEREOF, the undersigned, who is a duly authorized officer of the Corporation, hereby executes these Articles of Incorporation of **THE FULL BELLY FUND, INC.** on July 21, 2022, on behalf of the Corporation.



\_\_\_\_\_  
STEPHEN FACELLA, FOUNDER AND DIRECTOR

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TALLAHASSEE, FLORIDA