

N24000000241

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

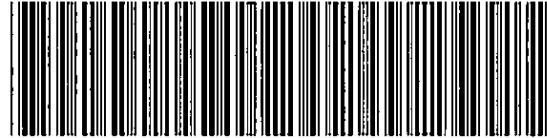
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DIRECTOR'S OFFICE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



CSC - Tallahassee  
1201 Hays Street  
Tallahassee, FL 32301-2607  
850-558-1500, Ext: 61592

To: Department Of State, Division Of Corporations  
From: Alexxis Weiland-Sorenson  
Ext: 61592  
Date: 01/03/24  
Order #: 1382241-1  
Re: SHBB REAL ESTATE, INC.  
Processing Method: Routine

TO WHOM IT MAY CONCERN:

Enclosed please find:

Certificate of Formation/Incorporation

Amount to be deducted from our State Account: \$70.00 - FL State Account Number:  
I20000000195

AUTH:

A handwritten signature in black ink, appearing to read 'Alexxis Weiland-Sorenson', is written over the 'AUTH:' label.

Please take the following action:

File in your office on basis  
Issue Proof of Filing

Special Instructions:

Thank you for your assistance in this matter. If there are any problems or questions with this filing, please call our office.

**ARTICLES OF INCORPORATION  
OF  
SHBB REAL ESTATE, INC.**

The undersigned, Monique R. Ellsworth, Registered Agent and Incorporator, desiring to form SHBB Real Estate, Inc., a Florida not for profit corporation pursuant to the provisions of Chapter 617, Florida Statutes (the "Corporation") hereby certify as follows:

**ARTICLE I:** The name of the Corporation is SHBB Real Estate, Inc. The Corporation is a not for profit corporation as defined in Chapter 617, Florida Statutes.

**ARTICLE II:** The principal place of business and mailing address of the Corporation is 4446 Entrepot Boulevard, Tallahassee, Florida 32310.

**ARTICLE III:** The Corporation is organized exclusively for charitable, religious, educational and/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 of 1986, as it may be amended (the "Code"), or corresponding section of any future federal tax code. Specifically, the Corporation is organized as a section 509(a)(3) supporting organization that is operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes and/or activities of America's Second Harvest of the Big Bend, Inc., a Florida not for profit corporation ("SHBB"), so long as those purposes and/or activities are within the meaning of sections 501(c)(3) and 170(c)(2).

In furtherance of the foregoing purposes, the Corporation shall have all the general powers enumerated in Chapter 617, Florida Statutes and such other powers as are now or hereafter permitted by law for a corporation organized for the foregoing purposes including, without limitation, the following:

(i) to assist financially in the construction, acquisition, rehabilitation, and improvement of facilities owned and operated by SHBB;

(ii) to borrow and lend money and to issue and receive negotiable instruments and other obligations;

(iii) to enter into covenants and agreements and to comply with all terms, conditions and provisions thereof, and otherwise to carry out its corporate purposes and to foster and encourage the location or expansion of facilities and related activities in the area in which the Corporation's or SHBB's business is conducted;

(iv) to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof; and

(v) to act consistent with carrying out its corporate purposes and its status as a Code Section 501(c)(3) charitable entity.

Notwithstanding any other provision of these articles, the Corporation is organized exclusively for charitable purposes, and intends at all times to qualify and remain qualified as

exempt from federal income tax under Section 501(c)(3) of the Code and, in connection therewith:

(i) the Corporation is not formed for and shall not be conducted nor operated for pecuniary profit or financial gain, and no part of its assets, income or profit shall be distributed to or inure to the benefit of any private individual or individuals, provided that nothing herein shall prevent the Corporation from paying reasonable compensation to any person for services rendered to or for the Corporation in furtherance of one or more of its purposes;

(ii) no substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent permitted by the Code whether pursuant to an election under Section 501(h) of the Code or otherwise, and no part of the activities of the Corporation shall be devoted to participating or intervening in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office;

(iii) the Corporation shall not engage in or include among its purposes any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code or corresponding provisions of subsequent tax laws; and

(iv) Upon the dissolution or winding up of the Corporation, or in the event it shall cease to engage in carrying out the purposes set forth in these Articles, all of the business, properties, assets and income of the Corporation remaining after payment, or provision for payment, of all debts and liabilities of this Corporation, shall be distributed to SHBB, which is also tax exempt under Section 501(c)(3) of the Code. Provided, however, if SHBB is no longer qualified as a tax exempt entity, then all assets shall be distributed to another tax exempt entity under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization 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.

**ARTICLE IV:** The Directors of the Corporation shall be elected or appointed as provided in the Bylaws of the Corporation. The initial directors of the Corporation are Monique Ellsworth, Daniel Petronio, Melanie Leitman, Ramsey Sims, and Martin Proctor.

**ARTICLE V:** The initial Registered Agent of the Corporation is:

Monique R. Ellsworth  
4446 Entrepot Boulevard  
Tallahassee, Florida 32310

**ARTICLE VI:** The Incorporator is Monique R. Ellsworth, 4446 Entrepot Boulevard, Tallahassee, Florida 32310.

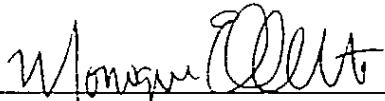
**ARTICLE VII:** The effective date of the Corporation shall be the date of filing of these Articles of Incorporation with the Florida Department of State.

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.

  
\_\_\_\_\_  
Monique R. Ellsworth - Registered Agent

12/29/23  
\_\_\_\_\_  
Date

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 Section 817.155, Florida Statutes.

  
\_\_\_\_\_  
Monique R. Ellsworth - Incorporator

12/29/23  
\_\_\_\_\_  
Date

2024 . . . 6:05