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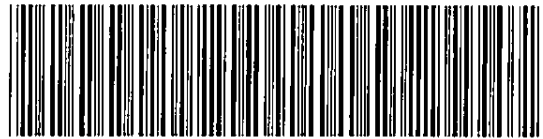
(Business Entity Name)

(Document Number)

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04/16/24--01003

SECRETARY OF STATE  
TALLAHASSEE, FL

2024 APR 17 AM 11:36

FILED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2024 APR 16 AM 11:46

RECEIVED

**ARTICLES OF INCORPORATION  
OF  
Tally Food Rescue Corp.  
In compliance with Chapter 617, F.S., (Not for Profit)**

**ARTICLE 1 – Name**

**1.1 Name**

The name of the corporation shall be Tally Food Rescue Corp.

**ARTICLE 2 – Principal Office**

**2.1 Office**

The principal street address:

111 S Monroe St  
Tallahassee, FL 32301

**ARTICLE 3 – Purpose**

**3.1 Purpose**

The organization, created to reduce food waste, is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

**ARTICLE 4 – Manner of Election**

**4.1 Manner of Election**

Directors shall be elected and appointed in a manner consistent with the Bylaws.

**ARTICLE 5 – Initial Officers**

Name:	Reyes, Brennan	Carter, Matthew
Title:	Chief Operating Officer	Vice-President
Address:	111 S Monroe St Tallahassee, FL 32301	111 S. Monroe St Tallahassee, FL 32301

**ARTICLE 6 – Registered Agent**

**6.1 Registered Agent**

The name and Florida street address of the registered agent is:

Name: Matthew Carter  
Address: 111 S Monroe St  
Tallahassee, FL 32301

*Having been named as registered agent to accept service of processing for the above stated corporate 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 of Registered Agent

4/17/24

Date

Tally Food Rescue Corp. – Articles of Incorporation

FILED  
2024 APR 17 AM 11:36  
CLERK OF STATE  
TALLAHASSEE, FL

## ARTICLE 7 – Incorporator


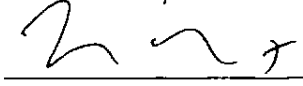
### 7.1 Incorporators

The name and address of the Incorporators are:

Name: Reyes, Brennan  
Address: 111 S Monroe St  
Tallahassee, FL 32301

Carter, Matthew  
111 S. Monroe St  
Tallahassee, FL 32301

*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document in the Department of State constitutes a third-degree felony as provided for in s.81.7.155, F.S.*

  
\_\_\_\_\_  
Brennan Reyes  
  
\_\_\_\_\_  
Matthew Carter

4/17/24  
\_\_\_\_\_  
Date  
4/17/24  
\_\_\_\_\_  
Date

## ARTICLE 8 – Non-Profit Nature

### 8.1 Dissolution

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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.

### 8.2 Prohibited Distributions & Activities

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 described in section 501(c)(3). 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.

Notwithstanding any other provision of these articles, the 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.