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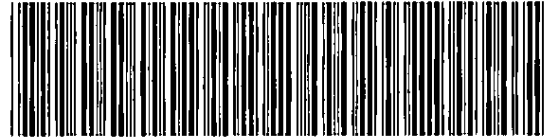
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850-558-1500, Ext: x61563

To: Department Of State, Division Of Corporations  
From: Shauna Godbolt  
Ext: x61563  
Date: 01/27/25  
Order #: 1782729-1  
Re: HCFB Holding Company, 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: 120000000195

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.

2025 JUN 27 09:47

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ARTICLES OF INCORPORATION  
OF  
HCFB HOLDING COMPANY, INC.

The undersigned, being a natural person of the age of eighteen years or more and a citizen of the United States, for the purpose of forming a corporation under the "Florida Not For Profit Corporation Act," Chapter 617 of the Florida Statutes, as amended, and any successor provision thereto (the "Act"), does hereby adopt the following Articles of Incorporation:

ARTICLE I  
NAME

The name of the corporation is HCFB Holding Company, Inc. (the "Corporation").

ARTICLE II  
PRINCIPAL AND MAILING ADDRESS

The address of the principal office of the Corporation in the State of Florida is 3760 Fowler Street, Fort Myers, FL 33901.

ARTICLE III  
PURPOSES

The Corporation is a corporation not for profit within the meaning of Section 617.0301 of the Act.

The purpose or purposes for which this Corporation is organized are:

1. The Corporation is organized and shall be operated as a not-for-profit corporation exclusively for purposes that are described in Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States revenue law (the "Code").

2. The Corporation also shall be organized and at all times shall be operated exclusively for the benefit of, to perform the functions of, and to carry out the purposes of Harry Chapin Food Bank of Southwest Florida Inc., a Florida not for profit corporation (the "Supported Organization"), so long as the Supported Organization is recognized by the Internal Revenue Service as being described in Section 501(c)(3) of the Code and either Section 509(a)(1) or Section 509(a)(2) of the Code.

3. In the event the Supported Organization is no longer in existence or is no longer recognized by the Internal Revenue Service as being an organization described in Section 501(c)(3) of the Code and either Section 509(a)(1) or Section 509(a)(2) of the Code, then the Board of Directors shall cause the Corporation to become a supporting organization, under Section 509(a)(3) of the Code, of such other organization or organizations whose purposes are substantially similar to those for which the Supported Organization is organized and which are recognized by

the Internal Revenue Service as being described in Section 501(c)(3) of the Code and either Section 509(a)(1) or Section 509(a)(2) of the Code, or shall cause the Corporation to operate so as to qualify as an organization described under either Section 509(a)(1) or Section 509(a)(2) of the Code, as the Board of Directors of the Corporation shall determine in its sole discretion.

Notwithstanding the foregoing or any other provision of these Articles of Incorporation or any Bylaws of the Corporation:

a. The Corporation shall not be controlled directly or indirectly by one or more disqualified persons (as defined in Section 4946 of the Code).

b. 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 above.

c. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code) 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.

d. The Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax and described in Section 501(c)(3) of the Code or (ii) by a corporation eligible to receive deductible contributions under Section 170(c)(2) of the Code.

Without limiting the generality of the foregoing, this Corporation shall have all the powers, privileges and rights necessary or convenient for carrying out the purposes for which the Corporation is formed. Nothing herein shall be construed to give the Corporation any purpose that is not permitted under Section 501(c)(3) of the Code. In furtherance of its permitted purposes, the Corporation may exercise any, all and every lawful power or activity which a corporation organized under the Act may exercise or transact.

#### ARTICLE IV

#### BOARD OF DIRECTORS

1. The number of directors to constitute the initial Board of Directors shall be five (5). The number of directors to constitute all subsequent Boards of Directors shall be specified in or fixed in accordance with the Bylaws, provided that in no event shall such number be less than three (3).

2. The incorporator shall designate the individuals who are to serve on the initial Board of Directors. Thereafter, the Supported Organization Directors (as that term is defined in

the Bylaws) of the Corporation shall be appointed by the Supported Organization in the manner set forth in the Bylaws, and the Independent Directors (as that term is defined in the Bylaws) shall be appointed by the Board of Directors in the manner set forth in the Bylaws.

ARTICLE V  
REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial Registered Office of the Corporation in the State of Florida is 3760 Fowler Street, Fort Myers, FL 33901, and the name of its initial Registered Agent at said address is Richard LeBer.

ARTICLE VI  
INCORPORATOR

The name and address of the incorporator is: Richard LeBer, 3760 Fowler Street, Fort Myers, FL 33901.

ARTICLE VII  
NO MEMBERS

The Corporation shall not have members within the meaning of Section 617.0601 of the Act.

ARTICLE VIII  
DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IX  
DISSOLUTION

Upon dissolution or liquidation of the Corporation, the Board of Directors of the Corporation shall dispose of all remaining assets of the Corporation after paying or making provision for the payment of all of the liabilities of the Corporation (except any assets held upon condition requiring return, transfer or other conveyance in accordance with such requirements) exclusively for the purposes of the Corporation by transferring such assets to the Supported Organization; provided, however, that if, on the date of such proposed distribution, the Supported Organization no longer exists or is not recognized by the Internal Revenue Service as an organization described in Section 501(c)(3) of the Code, then in such event, the assets of the Corporation, upon its dissolution and liquidation, shall be transferred, conveyed and distributed to such other organization or organizations whose purposes are substantially similar to those for which the Corporation is organized and which at the time of such distribution are described in Section 501(c)(3) of the Code and exempt from tax under Section 501(a) of the Code, as the Board of Directors of the Corporation shall determine. Any of such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for the purposes of the Corporation in such manner, or to

such tax-exempt organization or organizations described in Section 501(c)(3) of the Code and exempt from tax under Section 501(a) of the Code, as said court shall determine.

## ARTICLE X INDEMNIFICATION

1. This Corporation shall and does hereby indemnify any person who is or was a director or officer of the Corporation or any subsidiary against any and all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement incurred by such person in connection with any civil, criminal, administrative or investigative action, suit, proceeding or claim (including any action by or in the right of the Corporation or a subsidiary) by reason of the fact that such person is or was serving in such capacity; provided, however, that no such person shall be entitled to any indemnification pursuant to this subsection 1 on account of conduct which is finally adjudged to have been knowingly fraudulent or deliberately dishonest or to have constituted willful misconduct, or for which such person does not have immunity from civil liability pursuant to Section 617.0834, Florida Statutes.

2. This Corporation may, to the extent that the Board of Directors deems appropriate and as set forth in a bylaw or resolution, indemnify any person who is or was an employee or agent of this Corporation or any subsidiary or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including an employee benefit plan) against any and all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement incurred by such person in connection with any civil, criminal, administrative or investigative action, suit, proceeding or claim (including an action by or in the right of the Corporation or a subsidiary) by reason of the fact that such person is or was serving in such capacity; provided, however, that no such person shall be entitled to any indemnification pursuant to this subsection 2 on account of conduct which is finally adjudged to have been knowingly fraudulent or deliberately dishonest or to have constituted willful misconduct, or for which such person does not have immunity from civil liability pursuant to Section 617.0834, Florida Statutes.

3. This Corporation may, to the extent that the Board of Directors deems appropriate, make advances of expenses, including attorneys' fees, incurred prior to the final disposition of a civil, criminal, administrative or investigative action, suit, proceeding or claim (including an action by or in the right of the Corporation or a subsidiary) to any person to whom indemnification is or may be available under this Article; provided, however, that prior to making any advances, the Corporation shall receive a written undertaking by or on behalf of such person to repay such amounts advanced in the event that it shall be ultimately determined that such person is not entitled to such indemnification.

4. The indemnification and other rights provided by this Article shall not be deemed exclusive of any other rights to which a person to whom indemnification is or may be otherwise available under these Articles of Incorporation, the Bylaws or any agreement, vote of shareholders or disinterested directors or otherwise, may be entitled. This Corporation is authorized to purchase and maintain insurance on behalf of the Corporation or any person to whom indemnification is or may be available against any liability asserted against such person in, or arising out of, such

person's status as director, officer, employee or agent of this Corporation, any of its subsidiaries or another corporation, partnership, joint venture, trust or other enterprise (including an employee benefit plan) which such person is serving at the request of the Corporation.

5. Each person to whom indemnification is granted under subsection 1 of this Article is entitled to rely upon the indemnification and other rights granted hereby as a contract with this Corporation and such person and such person's legal representatives, heirs, executors, administrators and estate shall be entitled to enforce against this Corporation all indemnification and other rights granted to such person by subsections 1 and 3 and this subsection 5 of this Article. The indemnification and other rights granted by subsections 1 and 3 and this subsection 5 of this Article shall survive amendment, modification or repeal of this Article, and no such amendment, modification or repeal shall act to reduce, terminate or otherwise adversely affect the rights to indemnification granted hereby, with respect to any expenses, judgments, fines and amounts paid in settlement incurred by a person to whom indemnification is granted under subsection 1 of this Article with respect to an action, suit, proceeding or claim that arises out of acts or omissions of such person that occurred prior to the effective date of such amendment, modification or repeal.

Any indemnification granted by the Board of Directors pursuant to subsection 2 of this Article, shall inure to the person to whom the indemnification is granted, and such person's legal representatives, heirs, executors, administrators and estate; provided, however, that such indemnification may be changed, modified or repealed, at any time or from time to time at the discretion of the Board of Directors and the survival of such indemnification shall be in accordance with terms determined by the Board of Directors.

6. For the purposes of this Article, "subsidiary" shall mean any corporation, partnership, joint venture, trust or other enterprise of which a majority of the equity or ownership interest is directly or indirectly owned by this Corporation.

#### ARTICLE XI AMENDMENTS

These Articles of Incorporation and the Bylaws of the Corporation may be altered, amended, modified or repealed, in whole or in part as follows: At any regular meeting of the Board, or at a special meeting of the Board, these Articles of Incorporation or the Bylaws may be amended, restated or repealed either in whole or in part by resolution of the Board and subject to approval by the Supported Organization. No amendment, restatement or repeal of these Articles of Incorporation or the Bylaws shall be effective until and unless approved by the Supported Organization.

#### ARTICLE XII EFFECTIVE DATE

These Articles of Incorporation shall be effective as of the date of their filing with the Division of Corporations of the Florida Department of State.

[SIGNATURES ON FOLLOWING PAGE.]

IN AFFIRMATION OF THE FACTS STATED ABOVE:

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.

By: Richard LeBer  
Name: Richard LeBer

Date: 1/24/2025

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.

By: Richard LeBer  
Richard LeBer, Incorporator

Date: 1/24/2025

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