

H95000001140

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-7-0000
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

NAME: FEEDING THE MIND OF ENDOWED SCHOLARSHIP, INC.
FAX AUDIT NUMBER: H95000002768
DATE REQUESTED: 03/09/1995
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 10, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: FEEDING THE MIND ENDOWED SCHOLARSHIP, INC.
REF: W95000005352

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Please complete Article(s) IV..

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Laria Poole
Corporate Specialist

FAX Aud. #: H95000002768
Letter Number: 495A00010800

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

H 9500000 2768

ARTICLES OF INCORPORATION
OF
FEEDING THE MIND ENDOWED SCHOLARSHIP, INC.

THE UNDERSIGNED, acting as incorporator of a corporation pursuant to chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:
FEEDING THE MIND ENDOWED SCHOLARSHIP, INC.

ARTICLE II

The principal place of business and the mailing address of this corporation shall be:
2853 SW 1st Avenue, Miami, Florida 33129

ARTICLE III

The purpose for which the corporation is formed, and the business and the objects to be carried on and promoted by it, are as follows:

1. The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

2. The specific purpose for which the corporation is organized shall be:

To foster the economic independence of abused women by creating a scholarship program to enable these women burdened with family responsibilities to obtain a college degree in the culinary arts and to develop a career in the restaurant industry.

Prepared by: (305) 274-1222

A. FISCHER

FL. BAR #90499

8525 SW 92nd St.

Miami, FL 33143

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3. To erect and maintain a building or buildings for the above purpose and to engage in any operation incidental to and essential to carry out the purposes above mentioned.

4. To solicit funds and donations in kind and from time to time to further the purposes of this corporation.

5. To acquire and receive by purchase, donation or otherwise, any property, real, personal or mixed, and to hold, use and dispose of the same.

6. To borrow money and to issue evidences of indebtedness in furtherance of any or all of the objects of its business; and to secure loans by mortgage, pledge, deed of trust, or other lien.

7. To apply for, obtain and contract with any federal, state or local government or agency for a direct loan or loans or other financial aid in the form of grants or otherwise relating to the purposes of this corporation.

8. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.

9. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on each propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office.

10. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

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11. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Dade County, Florida in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said script shall determine, which are organized and operated exclusively for such purposes.

12. The corporation shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida, and to exercise those powers in the accomplishment of its objects and purposes.

The By-Laws may impose other conditions of membership from time to time.

ARTICLE IV

The manner in which the directors are elected or appointed shall be: The manner of election of directors shall be stated in the bylaws of the corporation.

ARTICLE V

The name and street address of the initial registered agent shall be:

Carmen Gonzalez
2853 SW 1st Avenue
Miami, FL 33129

ARTICLE VI

The name and street address of the incorporator of these Articles of Incorporation shall be:

Carmen Gonzalez
2853 SW 1st Avenue
Miami, FL 33129

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ARTICLE VII

The affairs of the corporation shall be managed by a President, Vice President, Secretary and a Treasurer and such other officers as may from time to time be created by the Board of Directors. The names of the Officers and the office they shall hold until the first election shall be:

President	Carmen Gonzalez
Vice President	Susan Weinstein
Treasurer	Judith Mae Schuster
Secretary	Doris Tatz

ARTICLE VIII

The members of the Board of Directors shall never be less than three (3) in number. Initially the Board of Directors shall consist of four (4) persons whose names and addresses are as follows and who shall serve as Directors until the first election:

Carmen Gonzalez - 2853 SW 1st Avenue, Miami, FL 33129
 Susan Weinstein - 2273 Bayview Lane, N. Miami, FL 33181
 Judith Mae Schuster - 1701 NE 127 Street, N. Miami, FL 33181
 Doris Tatz - 1420 S. Bayshore Drive, Apt. 708, Miami, FL 33131

ARTICLE IX

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by Chairman of the Board.

It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitled to membership, the Officers of this Corporation, to abide by the By-Laws promulgated by the Board of Directors in determining whether any certain individual qualifies in accordance with the criteria herein established. It is hereby expressly provided that said By-Laws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation or which would disqualify this corporation's qualification as an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code.

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ARTICLE X

The By-Laws of the corporation may be amended from time to time by a majority vote of the Board of Directors at a meeting called especially for that purpose and after giving at least ten (10) days notice of said meeting in writing.

ARTICLE XI

The corporation shall hold an annual meeting for members within ninety (90) days of the end of its fiscal year as determined by the Board of Directors. At such meeting Directors shall be elected or appointed in accordance with the By-laws.

The undersigned incorporator has executed these Articles of Incorporation this 8 day of March 1997.


INCORPORATOR
CARMEN GONZALEZ

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First-That FEEDING THE MIND ENDOWED SCHOLARSHIP, INC.
(Name of Corporation)
desiring to organize under the laws of the State of Florida
(Florida)
with its principal office, as indicated in the articles of incorporation has named Carmen Gonzalez
(Name of Registered Agent)
located at 2853 SW 1st Avenue, Miami, FL 33129
(PO Box not Acceptable)
City of Miami, County of Dade
(City) (County)
State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Carmen Gonzalez
Registered Agent

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1075-1625-0

8/22/95

Amy Fischer 305 274-1222
DAVID L SWIMMER ATTORNEY P A

ISE ONLY

4720 S W 92ND ST STE B-4

MIAMI

FL 3 3 1 5 6

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*****35.00 *****35.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment <i>MC</i>
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 AUG 30 AM 9:08

24 AUG 24 1995

LAW OFFICES
DAVID L. SWIMMER, P.A.
SUITE B-4
OAK PLAZA PROFESSIONAL CENTER
8525 SOUTHWEST 92ND STREET
MIAMI, FLORIDA 33156

AMY L. FISCHER
CINDI KAMEN
MICHAEL C. SPRING
DAVID L. SWIMMER
BRIAN A. WOLF

TELEPHONE (305) 274-1222
FAX (305) 595-0470

August 28, 1995

Ms. Thelma Lewis
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

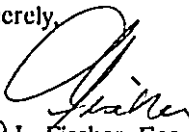
RE: Feeding the Mind Foundation
Articles of Amendment

Dear Ms. Lewis:

Per your letter of August 24, 1995, enclosed are the corrected Articles of Amendment on the above corporation.

If you require any additional information, please do not hesitate to contact me.

Sincerely,



Amy L. Fischer, Esq.

ALF/dct
Enclosure
0016divcorp.01



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 24, 1995

AMY FISCHER
8525 S.W. 92ND STREET
SUITE B-4
MIAMI, FL 33156

SUBJECT: FEEDING THE MIND ENDOWED SCHOLARSHIP, INC.
Ref. Number: N95000001140

We have received your document for FEEDING THE MIND ENDOWED SCHOLARSHIP, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document you submitted has been prepared pursuant to profit statutes (chapter 607, Florida Statutes). As the entity was originally filed as a nonprofit corporation, this document should be filed pursuant to chapter 617, Florida Statutes. Enclosed is the correct form.

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 795A00039663

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 AUG 30 AM 9: 08

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FEEDING THE MIND ENDOWED SCHOLARSHIP**
(present name)

Pursuant to the provisions of § 617.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE I

The name of the corporation shall be:

FEEDING THE MIND FOUNDATION, INC.

ARTICLE II

The principal place of business and the mailing address of this corporation shall be:

**1701 NE 127 Street
North Miami, Florida 33181**

SECOND: The date of each amendment's adoption:

August 18, 1995

THIRD: Adoption of Amendment(s) (check one)



The amendment(s) was/were adopted by the members. The number of votes cast for the amendment(s) was/were sufficient for approval.



The amendment(s) was/were approved by the members entitled to vote on the amendment. The amendment(s) was/were adopted by the board of directors.

Signed this 28 of August, 1995.

Signature

(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer authorized by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Carmen Gonzalez

Typed or printed name

President

Title