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R. WHITE
OCT 05 2018

FILED
2018 OCT -1 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FL

UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
OF THE COALITION OF IMMOKALEE WORKERS, INC.

The undersigned, being all of the Directors of The Fair Food Standards Council, Inc., a Florida nonprofit corporation (the "Corporation"), hereby waive any notice of, and dispense with the holding of, a meeting of the Board of Directors and hereby adopt the following resolution by written consent in lieu of a meeting of the Directors pursuant to Sections 617.1001 and 617.0205 of the Florida Not For Profit Corporation Act, such action to have the same effect as if taken at a duly constituted meeting of the Board of Directors.

RESOLVED that the Board adopts the Restated Articles of Incorporation dated September 1, 2018;

RESOLVED further that the Board adopts the Restated Bylaws dated September 1, 2018; and

RESOLVED further that the Board authorizes the filing of these Restated Articles of Incorporation and these Restated Bylaws with Florida Department of State by the Corporations General Counsel, Steven A. Hitov.

CONSENTIMIENTO ESCRITO UNANIME
DE LA COALICION DE TRABAJODERS DE IMMOKALEE, INC.

Los abajo firmantes, siendo todos los Directores de la Coalición de Trabajadores de Immokalee, Inc., una corporación sin fines de lucro de Florida ("La Corporación"), renuncian a cualquier notificación de la reunión del Corporación y prescinden la reunión de ella. Por la presente, aprobamos la siguiente resolución por consentimiento por escrito en lugar de una reunión de los Directores conforme a las Secciones 617.1001 y 617.0205 de la Ley de Corporaciones sin Fines de Lucro de Florida, tal acción tendrá el mismo efecto que si se tomará en una reunión debidamente constituida de la Mesa Directiva.

RESUELVE que la Mesa adopta los Artículos de Incorporación Reformulados con la fecha del 1 de Septiembre;

RESUELVE además que la Mesa adopta los Estatutos de la Corporación Reformulados con la fecha del 1 de Septiembre de 2018; y

RESUELVE además que la Mesa autoriza la presentación de estos Artículos de Incorporación Reformulados y estos Estatutos de la Corporación Reformulados con el Departamento del Estado de Florida por el Asesor General de la Corporación, Steven A. Hitov.

Dated: September 1, 2018



Ramiro Piña, President

Dated: September __, 2018

Meghan Cohorst, Secretary

Dated: September 17, 2018



Jean-Claude Jean, Director

Dated: September 1, 2018



Manuel Rodriguez, Director

Dated: September __, 2018

Melody Gonzalez, Director

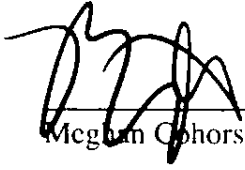
RESUELVE además que la Mesa adopta los Estatutos de la Corporación Reformulados con la fecha del 1 de Septiembre de 2018; y

RESUELVE además que la Mesa autoriza la presentación de estos Artículos de Incorporación Reformulados y estos Estatutos de la Corporación Reformulados con el Departamento del Estado de Florida por el Asesor General de la Corporación, Steven A. Hitov.

Dated: September __, 2018

Ramiro Piña, President

Dated: September 11, 2018



Meghan Cohorst, Secretary

Dated: September __, 2018

Jean-Claude Jean, Director

Dated: September __, 2018

Manuel Rodriguez, Director

Dated: September __, 2018

Melody Gonzalez, Director

RESUELVE además que la Mesa adopta los Estatutos de la Corporación Reformulados con la fecha del 1 de Septiembre de 2018; y

RESUELVE además que la Mesa autoriza la presentación de estos Artículos de Incorporación Reformulados y estos Estatutos de la Corporación Reformulados con el Departamento del Estado de Florida por el Asesor General de la Corporación, Steven A. Hitov.

Dated: September __, 2018

Ramiro Piña, President

Dated: September __, 2018

Meghan Cohorst, Secretary

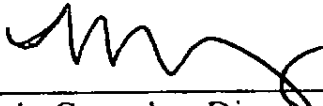
Dated: September __, 2018

Jean-Claude Jean, Director

Dated: September __, 2018

Manuel Rodriguez, Director

Dated: September 14, 2018



Melody Gonzalez, Director

**Restated Articles of Incorporation of
The Coalition of Immokalee Workers, Inc.**

A Florida Not For Profit Corporation

FILED

2018 OCT -1 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FL

The undersigned, authorized by the Board of Directors to file these Restated Articles of Incorporation of the Coalition of Immokalee Workers, Inc., a Not For Profit Corporation under the Florida Not For Profit Corporation Act, does hereby certify that

- a) these Restated Articles of Incorporation do not contain amendments requiring member approval, and
- b) the Board of the Corporation has adopted these Restated Articles of Incorporation, as follows:

Article I

Name and Duration

The name of the corporation shall be Coalition of Immokalee Workers, Inc. (hereinafter referred to as "the Corporation"). The duration of the Corporation shall be perpetual, commencing as of when accepted for filing by the Secretary of State.

Article II

Principal Office

The mailing address and street address of the principal office of the Corporation is 110 South Second Street, Immokalee, FL 34142.

Article III

Corporation Purposes, Powers and Rights

1. The Corporation is organized exclusively for charitable and educational purposes.

2. The general nature of the purposes of the Corporation is to work in a charitable and education manner to protect the rights and improve the conditions of low-wage workers, and by extension make the deteriorating communities where they live better for all

residents. The Corporation intends to provide community education, leadership development, technical assistance and information on legal and human rights so as to promote greater justice, equality and unity.

3. The Corporation shall have all of the general and specific powers and rights granted to and conferred on a not for profit corporation under the laws of the State of Florida, including, without limitation, the powers specifically enumerated in Section 617.0302 and 617.0303, Florida Statutes.

Article IV **Membership**

The Corporation shall have no members.

Article V **Directors**

1. The business affairs of the Corporation shall be managed by the Board of Directors. The number of directors shall be provided in the bylaws but shall never be less than three nor more than nine.

2. The bylaws for the Corporation shall set forth the manner in which directors are to be elected or appointed.

Article VI **Registered Agent**

The registered agent shall be Greg Asbed and his address is 110 South Second Street, Immokalee, FL 34142.

Article VII **Incorporator**

The name and address of the original incorporator is: Christal Pierre, 553 Oak Haven Circle, Apt. 204, Immokalee, FL 33934.

Article VIII
Restrictions on Activities

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its trustees, directors, officers, or other private persons (except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation), and no trustee, 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.

2. 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 by the Internal Revenue Code of 1986, as amended or corresponding provisions of any subsequent federal tax laws (the "Code"), whether pursuant to an election under Section 501(h) of the Code, during any fiscal year or years in which the Corporation has chosen to utilize the benefits authorized by that statutory provision, or otherwise), 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.

3. 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 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 Code, or the corresponding section of any future federal tax code.

4. In any taxable year in which the Corporation is a private foundation as described in Section 509(a) of the Code, the Corporation shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Code; and the Corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code, (b) retain any excess business holdings as defined in Section 4943(c) of the Code,

(c) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or (d) make any taxable expenditures as defined in Section 4945(a) of the Code or corresponding provisions of any subsequent Federal tax law.

5. Notwithstanding any other provision of this articles, the Corporation is organized exclusively for one or more exempt purposes specified in Section 501(c)(3) of the Code, and shall not carry on any activities not permitted to be carried on by a Corporation exempt from Federal income taxation under Section 501(c)(3) of the Code and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

Article IX **Amendments**

These Restated Articles of Incorporation may be amended at a regular meeting of the Board of Directors upon notice given as provided in the bylaws of the intention to submit such amendments, or at a special meeting of the Board of Directors called for that purpose by a favorable vote of at least two-thirds of the directors that includes the favorable vote of at least one Category 1 director.

Article X **Annual Meeting**

The annual meeting of the Corporation shall be in February of each year, or at such other time as is established by the Board of Directors.

Article XI **Dissolution**


Upon the dissolution of the Corporation, all of the remaining assets and property of the Corporation shall, after payment of necessary expenses thereof, be distributed as the Board of Directors determines to another organization or organizations exempt under

Section 501(c)(3) of the 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 and subject to any requisite approval and/or jurisdiction of the courts of the State of Florida. 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.

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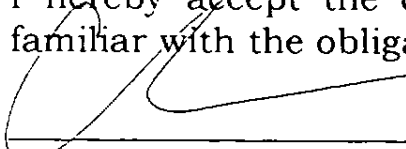
Dated: September 1, 2018

In witness whereof, the undersigned has executed these Restated Articles of Incorporation and affirms that the statements made herein are true under the penalties of perjury this 1st day of September, 2018.



Ramiro Piña
Board President

I hereby accept the designation as the registered agent and am familiar with the obligations of that position.



Greg Asbed
Registered Agent
Dated: September 1, 2018