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• JOHN J. SULIK
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OF COUNSEL
HENRY H. WILKS

* BOARD CERTIFIED CIVIL TRIAL LAWYER

February 20, 1996

VIA PRIORITY MAIL

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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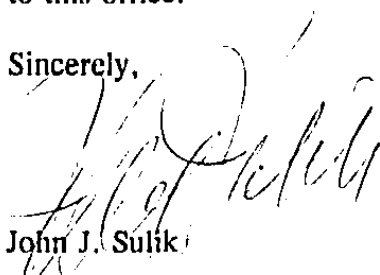
RE: All Things Common Food Cooperative, Inc.

Dear Sir:

Enclosed herewith is an original and copy of the Articles of Incorporation for All Things Common Food Cooperative, Inc. Also enclosed is a check in the amount of \$122.50 for the filing fee for said corporation.

After these Articles have been filed with your office, please return a copy to this office.

Sincerely,


John J. Sulik

JJS/db

Enclosure

FILED
96 FEB 23 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten:
Done
2-26-96

ARTICLES OF INCORPORATION

OF

ALL THINGS COMMON FOOD COOPERATIVE, INC.

FILED
96 FEB 23 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these articles of incorporation, with natural persons competent to contract, hereby forms a non-profit corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this non-profit corporation is **ALL THINGS COMMON FOOD COOPERATIVE, INC.**

ARTICLE II. PURPOSES

The purposes for which this non-profit corporation is formed are:

(a) The specific and primary purposes for which the non-profit corporation is formed are to operate for the support of a food cooperative by being operated, supervised or controlled by All Things Common Food Cooperative, Inc. and thus to be both responsive to the needs or demands of All Things Common Food Cooperative, Inc. and to maintain All Things Common Food Cooperative, Inc. through economic self-help and by the distribution of its funds for such purposes as support and maintain All Things Common Food Cooperative, Inc.

(b) The general purposes for which the non-profit corporation is formed are to operate exclusively for such religious, educational, and poverty relief purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax law, including, for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under that code.

(c) This non-profit corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. Nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

(d) No part of the net earnings, properties or assets of this non-profit

corporation shall inure to the benefit of any private person or individual, or any member, officer, or director of this non-profit corporation, on dissolution or otherwise. On liquidation or dissolution, all properties and assets of this non-profit corporation remaining after payment or provision for all debts and obligations shall be distributed and paid over to such fund, foundation or corporation organized and operated for charitable or religious purposes as the board of directors shall determine, and as shall at the time qualify as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(e) The All Things Common Food Cooperative, Inc. shall take no actions inconsistent with the religious doctrines, principles, disciplines, and practices of Christian precepts, all of which All Things Common Food Cooperative, Inc. shares with them.

ARTICLE III. TERM

This corporation shall have perpetual existence.

ARTICLE IV. ADDRESS

The post office address of the principal office of this corporation in the State of Florida is 3846 Blanding Boulevard, Jacksonville, Florida 32210.

The Board of Directors may from time to time move the office to any other place in Florida.

ARTICLE V. PROPERTY; DEDICATION

There is no property and money possessed by the non-profit corporation at the time of executing these articles of incorporation.

The non-profit corporation's revenue and income are and shall be from the dues of its members, income from investments, gifts, bequests, and from such other sources as may be authorized under these articles of incorporation, or from sources subsequently approved by the board of directors. In the event the non-profit corporation offers admissions, goods, services, or facilities for sale, other than on an incidental basis, such sales shall be limited to the members of All Things Common Food Cooperative, Inc. and of churches that share the religious doctrines, principles, disciplines, and practices of Christian precepts, and the immediate families of such members, only. Under no circumstances shall such sales be made to the general public.

The property of the non-profit corporation is irrevocably dedicated to the charitable purposes of the non-profit corporation. No part of the net income or assets of the non-profit corporation shall ever inure to the benefit of any director, officer or member of the

non-profit corporation, or to the benefit of any private individual. The non-profit corporation shall report monthly on the financial and general operations of the non-profit corporation. Upon the dissolution or winding up of the non-profit corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the non-profit corporation, shall be distributed to the Urban League of Jacksonville or to an affiliate of the Urban League of Jacksonville within the meaning of Internal Revenue service Revenue Procedure 86-23 (1986-1 C.B. 564) or such superseding revenue procedures or other controlling regulatory pronouncements.

ARTICLE VI. MEMBERSHIP

A. The non-profit corporation shall have one class of members only. All voting rights and other rights, interests and privileges of each member shall be equal. No person who is not a member of All Things Common Food Cooperative, Inc. may be a member of the non-profit corporation.

B. The rights and privileges of members, their liability for dues and assessments and the termination and transfer of membership shall be as stated in the bylaws.

ARTICLE VII. VOTING

Each individual members shall have one vote on any matter to be voted on by the membership of the non-profit corporation.

ARTICLE VIII. DIRECTORS

A board of directors is to be the governing body of the non-profit corporation, consisting of three directors who will execute the powers of the non-profit corporation, subject, however, to the charitable purposes herein stated. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than three (3). The names and addresses of the persons who are appointed as first directors are:

<u>Name</u>	<u>Address</u>
Dana A. Friend	3846 Blanding Boulevard Jacksonville, Florida 32210
Gail James	3846 Blanding Boulevard Jacksonville, Florida 32210

Joyce Fisher

3846 Blanding Boulevard
Jacksonville, Florida 32210

The directors shall be members of the non-profit corporation, shall be elected annually at the annual meeting of the members, and shall serve for a term of one (1) year or until their respective successors are elected and qualify.

ARTICLE IX. OFFICERS

The officers of the non-profit corporation shall consist of a president, secretary, and treasurer, each of whom shall be a member of the board of directors, and each of whom shall be elected by the board of directors annually, immediately following the election of a new board of directors by the members at the annual meeting of the non-profit corporation.

ARTICLE X. SUBSCRIBERS AND INCORPORATORS

The names and post office addresses of the subscribers of these articles of incorporation are DANA A. FRIEND, 3846 Blanding Boulevard, Jacksonville, Florida 32210; GAIL JAMES, 3846 Blanding Boulevard, Jacksonville, Florida 32210; and JOYCE FISHER, 3846 Blanding Boulevard, Jacksonville, Florida 32210. The incorporators are specifically authorized by these Articles to designate the initial registered office and agent.

ARTICLE XI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this non-profit corporation is 320 East Adams Street, Jacksonville, Florida 32202, and the name of the initial registered agent of this non-profit corporation at that address is JOHN J. SULIK.

ARTICLE XII. COMPENSATION

Members, officers, directors, or organizers of the non-profit corporation, and any substantial contributor to the non-profit corporation shall not receive any compensation for services to or on behalf of the non-profit corporation, but shall have the right to reimbursement of reasonable expenses incurred on or behalf of the non-profit corporation in conducting its affairs. Further, as stated in Article V. above, such persons shall have no right to receive any earnings or property of the non-profit corporation.

ARTICLE XIII. AMENDMENT


These articles of non-profit corporation may be amended by a majority vote of those voting at any meeting of the membership called for that purpose, provided that the

notice of meeting of the membership shall have stated the nature of the proposed amendment.

IN WITNESS WHEREOF, the undersigned incorporators, being natural persons competent to contract, have hereunto set their hands and affixed their seals this 14 day of December, 1995.



DANA A. FRIEND, INCORPORATOR



GAIL JAMES, INCORPORATOR

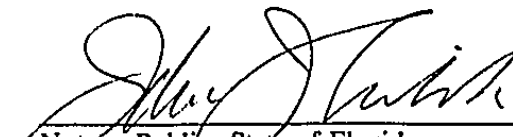


JOYCE FISHER, INCORPORATOR

STATE OF FLORIDA

COUNTY OF DUVAL

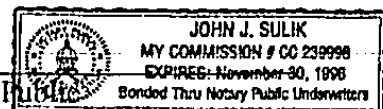
The foregoing instrument was acknowledged before me this 14 day of December, 1995, by **DANA A. FRIEND**, as Subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation, who is personally known to me, and who did not take an oath.



Notary Public, State of Florida

My commission Expires:

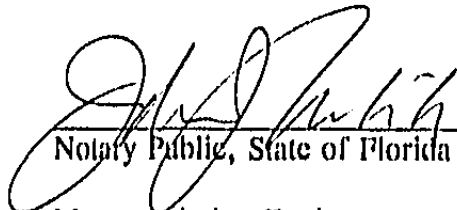
Printed Name of Notary Public



STATE OF FLORIDA

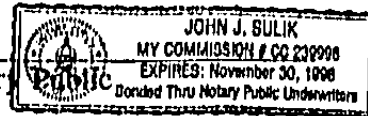
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 14 day of December, 1995, by **GAIL JAMES**, as Subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation, who is personally known to me, and who did not take an oath.


Notary Public, State of Florida

My commission Expires:

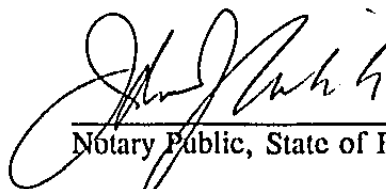
Printed Name of Notary



STATE OF FLORIDA

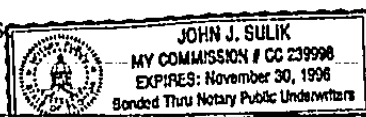
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 14 day of December, 1995, by **JOYCE FISHER**, as Subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation, who is personally known to me, and who did not take an oath.


Notary Public, State of Florida

My commission Expires:

Printed Name of Notary Public




Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that **ALL THINGS COMMON FOOD COOPERATIVE, INC.**, desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 3846 Blanding Boulevard, Jacksonville, Florida 32210, has named John J. Sulik, an individual resident of Florida having a business address of 320 East Adams Street, Jacksonville, Florida 32202, as its agent to accept service of process within Florida.

Dated: December 14, 1995.

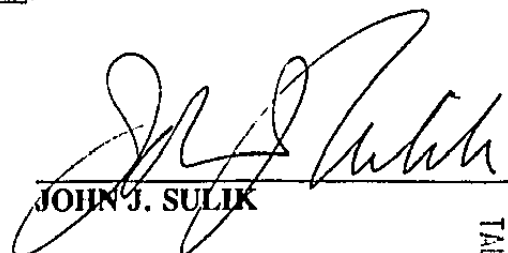

DANA A. FRIEND, INCORPORATOR


GAIL JAMES, INCORPORATOR


JOYCE FISHER, INCORPORATOR

Having been named to accept service of process for the above stated corporation, at the place designated in the certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper performance of my duties.

Dated: December 31, 1995.


JOHN J. SULIK

FILED
96 FEB 23 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N9600000/021

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 19, 1997

ALL THINGS COMMON FOOD COOPERATIVE, INC.
3846 BLANDING BOULEVARD
JACKSONVILLE, FL 32210

SUBJECT: ALL THINGS COMMON FOOD COOPERATIVE, INC.
Ref. Number: N96000001021

Debit Memo #: 80554-A

This is to inform you that check #0934 in the amount of \$70.00 submitted with the annual report for ALL THINGS COMMON FOOD COOPERATIVE, INC. has been returned by your bank because of UNCOLLECTED FUNDS.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$85.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after October 19, 1997 and a reinstatement fee of an additional \$175 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (850) 487-6057.

Pat Bailey
Accountant I

Letter Number: 597A00041998