

HELP FOR THE HARVEST, INC.

C/O Sandra Levitt
9603 108th Avenue, North
Seminole, Florida 33773

N96000004648

February 17, 1997

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-02/24/97--01040--008
*****87.50 *****87.50

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

Re: Help for the Harvest, Inc., Document Number N96000004648.

Ladies and Gentlemen:

Enclosed you will find our Articles of Amendment of the Articles of Incorporation for Help for the Harvest, Inc., a Florida corporation formed in September 1996. Also enclosed you will find our check in the amount of \$87.50 in payment of the required \$35.00 filing fee along with \$52.50 to pay for a certified copy of said Articles. Please forward said certified copy to me at the above address as soon as possible as the IRS requires that we file a certified copy of same as part of our request package for income tax exemption under Section 501(c)(3) of the Income Tax Code.

Sincerely,

Sandra B. Levitt

Sandra B. Levitt
President and Chairperson of the Board

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 21 AM 9:33

Amend
FEB 25 1997

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
HELP FOR THE HARVEST, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 21 AM 9:33

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida nonprofit Corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST:

A. The introductory paragraph of the Articles of Incorporation (hereinafter referred to as "Articles") is hereby deleted in its entirety and is hereby replaced by the following paragraph.

"The undersigned subscriber to these Articles of Incorporation, desiring to form a Corporation not for profit, without capital stock, under the provisions of Chapter 617, Florida Statutes, does hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and does hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized."

B. Article II of the Articles is hereby deleted in its entirety and is hereby replaced by the following paragraphs.

" Section 1. The purposes for which the Corporation is organized are exclusively either religious, charitable, scientific, literary and/or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Specifically, this Corporation is organized for the purpose of receiving, handling and disbursing donated funds for the benefit of an already established 501(c)(3) Corporation which channels food to the hungry and assists the feeding of the hungry in the State of Florida or other places in the United States of America. The Corporation will further this purpose by participating in fund raising activities as well as encouraging volunteerism for the benefit of the already established 501(c)(3) corporation. The Corporation shall be operated solely for charitable purposes and the Corporation is authorized to do all things that are necessary and useful in accomplishing the purposes hereinabove set out. All of the assets and earnings of the Corporation shall be used exclusively for the purposes hereinabove set out, including the payment of expenses incidental thereto, and no part of the net earnings of the Corporation shall inure, directly or indirectly, to the benefit of any private shareholder or individual, and no substantial part of the Corporation's activities shall be for the purpose of carrying on of propaganda or otherwise attempting to influence legislation.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United

States Internal Revenue law. In the event of dissolution of the Corporation, all of the remaining assets of the Corporation, after the payment of debt and other obligations of the Corporation, shall be distributed only for charitable purposes. Further, upon the dissolution of the Corporation, the Corporation's 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. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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.

Section 2. The Corporation shall have all the powers provided by law, including but not limited to the following powers:

(a) Have succession by its corporate name for the period set forth in its Articles of Incorporation.

(b) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

(c) Adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words "Corporation Not For Profit."

(d) Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.

(e) Adopt, change, amend and repeal Bylaws not inconsistent with law or its Articles of Incorporation for the administration of the affairs of the Corporation and the exercise of its corporate powers.

(f) Increase, by a vote of its directors cast as the Bylaws may direct, the number of its directors, so that the number shall not be less than three (3) but may be any number in excess thereof.

(g) Make contacts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income.

(h) Conduct its affairs, carry on its operations and have offices and exercise the powers granted by Florida law in any state, territory, district or possession of the United States or any foreign country.

(i) Purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property or any interest therein wherever situated.

(j) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein.

(k) Sell, convey, mortgage, pledge, lease, exchange , transfer or otherwise dispose of all or any part of its property and assets.

(l) Purchase, take, receive, subscribe for or otherwise acquire, own , hold , vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in or with shares and other interests in or obligations of other domestic or foreign Corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States or of other government, state, territory, governmental district, municipality or of any instrumentality thereof.

(m) Lend money for its corporate purposes, invest and reinvest its funds and taken and hold real and personal property as security for the payment of funds so loaned or invested.

(n) Make donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes.

(o) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

(p) Merge and consolidate with other Corporations not for profit, domestic or foreign, provided that the surviving Corporation is a Corporation not for profit."

C. Article III of the Articles is hereby deleted in its entirety and is hereby replaced by the following paragraph.

"The manner in which the Directors are to be elected are as set forth in the Bylaws of the Corporation."

D. Article IV of the Articles is hereby deleted in its entirety and is hereby replaced by the following paragraph.

"The Members of the Corporation shall be the Board of Directors."

E. Article VI of the Articles is hereby deleted in its entirety and is hereby replaced by the following paragraph.

"No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors, or Officers; provided, however, that the Corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in Article II hereof."

F. Article VII of the Articles is hereby deleted in its entirety and is hereby replaced by the following paragraphs.

"Section 1. Directors. The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors shall be three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws without the necessity of amending the Articles of Incorporation, but may never be less than three (3)."

Section 2. Initial Directors. The name of and address of each of the initial Directors are as follows:

NAME	ADDRESS
Sandra B. Levitt Director	9603 108th Avenue North Seminole, Florida 33773
Richard M. Levitt Director	9603 108th Avenue North Seminole, Florida 33773
Denise Kirschbaum Director	10244 Barry Drive Largo, Florida 33774

The Board of Directors shall have the power to fill vacancies in its own body by the affirmative vote of a majority of the remaining directors, though less than a quorum. The Board of Directors shall elect from its own members a chairperson and officers as set forth hereinbelow and in the Corporation's Bylaws.

The Board of Directors shall enact Bylaws, make contracts, employ assistance, receive and transfer property and transact all other lawful business necessary or appropriate for accomplishing the Corporation's stated objectives.

Section 3. The name and addresses of the initial Officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected are:

Sandra B. Levitt President and Treasurer	9603 108th Avenue North Seminole, Florida 33773
Richard M. Levitt Vice President	9603 108th Avenue North Seminole, Florida 33773
Denise Kirschbaum Vice President	10244 Barry Drive Largo, Florida 33774

G. Articles IX, X, XI, XII and XIII are hereby added to the Corporations Articles.

" ARTICLE IX

The Corporation shall have the authority to indemnify any officer, director or employee of the Corporation or any former officer, director or employee of the Corporation in its Bylaws, pursuant to an agreement authorized by the Board of Directors, with such person, or otherwise as permitted under the Florida General Corporation Act.

ARTICLE X

Unless otherwise set forth herein, the Corporation reserves the right, in accordance with Chapter 617, Florida Statutes, to amend, alter, modify or repeal any provision or provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the Members is subject to this reservation.

ARTICLE XI

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

ARTICLE XII

The Corporation is organized on a non-stock basis. The Corporation shall not issue shares of Stock.

ARTICLE XIII

The Corporation dedicates all assets that it may acquire to the charitable and public purposes set forth in Article III hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapter 617, Florida Statutes, the Corporation shall distribute all of its assets to one or more organizations which are tax exempt as organizations described in Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue code of 1986, as amended, or corresponding sections of successor law or statute; or to the Federal government or to a state or local government for exclusive public purpose."

SECOND: The date of adoption of the amendments was: 2-2-97.

THIRD: Adoption of Amendment
The amendments were adopted by the members and the number of votes cast for the amendments were sufficient for approval.

FOURTH: Attached hereto and marked ^(ed) "Exhibit A" is a certified and executed copy of the Corporation's Articles of Incorporation as amended as of the date shown above.

For and on behalf of HELP FOR THE HARVEST, INC. on this the 17th day of February, 1997.

By: Sandra B. Levitt, Chairperson and President
Sandra B. Levitt, Chairperson and President

EXHIBIT A
TO THE
ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
HELP FOR THE HARVEST, INC.

By my signature below, I Sandra B. Levitt hereby confirm and certify that the following five pages constitute the Articles of Incorporation of Help for the Harvest, Inc. as adopted by the Members on at a lawfully called Members Meeting of the Corporation on February 2, 1997.

For and on behalf of Help for the Harvest, Inc. on this the 17 day of February, 1997.

By: *Sandra B. Levitt, Chairperson and President*
Sandra B. Levitt, Chairperson and President

EXHIBIT A
ARTICLES OF INCORPORATION
OF
HELP FOR THE HARVEST, INC.
A NONPROFIT CORPORATION

The undersigned subscriber to these Articles of Incorporation, desiring to form a Corporation not for profit, without capital stock, under the provisions of Chapter 617, Florida Statutes, does hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and does hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I

The name of the Corporation shall be HELP FOR THE HARVEST, INC. The address of the principal office of this Corporation shall be 9603 108th Avenue North, Seminole, Florida 33773, and the mailing address of the Corporation shall be the same.

ARTICLE II

Section 1. The purposes for which the Corporation is organized are exclusively either religious, charitable, scientific, literary and/or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Specifically, this Corporation is organized for the purpose of receiving, handling and disbursing donated funds for the benefit of an already established 501(c)(3) Corporation which channels food to the hungry and assists the feeding of the hungry in the State of Florida or other places in the United States of America. The Corporation will further this purpose by participating in fund raising activities as well as encouraging volunteerism for the benefit of the already established 501(c)(3) corporation. The Corporation shall be operated solely for charitable purposes and the Corporation is authorized to do all things that are necessary and useful in accomplishing the purposes hereinabove set out. All of the assets and earnings of the Corporation shall be used exclusively for the purposes hereinabove set out, including the payment of expenses incidental thereto, and no part of the net earnings of the Corporation shall inure, directly or indirectly, to the benefit of any private shareholder or individual, and no substantial part of the Corporation's activities shall be for the purpose of carrying on of propaganda or otherwise attempting to influence legislation.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. In the event of dissolution of the Corporation, all of the remaining assets of the Corporation, after the payment of debt and other obligations of the Corporation, shall be distributed only for charitable purposes. Further, upon the dissolution of the Corporation, the Corporation's 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. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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.

EXHIBIT A

ARTICLES OF INCORPORATION OF HELP FOR THE HARVEST, INC. A NONPROFIT CORPORATION

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Section 2. The Corporation shall have all the powers provided by law, including but not limited to the following powers:

(a) Have succession by its corporate name for the period set forth in its Articles of Incorporation.

(b) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

(c) Adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words "Corporation Not For Profit."

(d) Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.

(e) Adopt, change, amend and repeal Bylaws not inconsistent with law or its Articles of Incorporation for the administration of the affairs of the Corporation and the exercise of its corporate powers.

(f) Increase, by a vote of its directors cast as the Bylaws may direct, the number of its directors, so that the number shall not be less than three (3) but may be any number in excess thereof.

(g) Make contacts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income.

(h) Conduct its affairs, carry on its operations and have offices and exercise the powers granted by Florida law in any state, territory, district or possession of the United States or any foreign country.

(i) Purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property or any interest therein wherever situated.

(j) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein.

(k) Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.

(l) Purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in or with shares and other interests in or obligations of other domestic or foreign Corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States or of other government, state, territory, governmental district, municipality or of any instrumentality thereof.

(m) Lend money for its corporate purposes, invest and reinvest its funds and taken and hold real and personal property as security for the payment of funds so loaned or invested.

(n) Make donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes.

(o) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

(p) Merge and consolidate with other Corporations not for profit, domestic or foreign, provided that the surviving Corporation is a Corporation not for profit.

ARTICLE III.

The manner in which the Directors are to be elected are as set forth in the Bylaws of the Corporation.

ARTICLE IV.

The Members of the Corporation shall be the Board of Directors.

ARTICLE V

This Corporation is to exist perpetually.

ARTICLE VI

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors, or Officers; provided, however, that the Corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

ARTICLE VII

Section 1. Directors. The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors shall be three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws without the necessity of amending the Articles of Incorporation, but may never be less than three (3).

Section 2. Initial Directors. The name of and address of each of the initial Directors are as follows:

NAME	ADDRESS
Sandra B. Levitt Director	9603 108th Avenue North Seminole, Florida 33773
Richard M. Levitt Director	9603 108th Avenue North Seminole, Florida 33773
Denise Kirschbaum Director	10244 Barry Drive Largo, Florida 33774

The Board of Directors shall have the power to fill vacancies in its own body by the affirmative vote of a majority of the remaining directors, though less than a quorum. The Board of Directors shall elect from its own members a chairperson and officers as set forth hereinbelow and in the Corporation's Bylaws.

The Board of Directors shall enact Bylaws, make contracts, employ assistance, receive and transfer property and transact all other lawful business necessary or appropriate for accomplishing the Corporation's stated objectives.

Section 3. The name and addresses of the initial Officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected are:

Sandra B. Levitt
President and Treasurer

9603 108th Avenue North
Seminole, Florida 33773

Richard M. Levitt
Vice President

9603 108th Avenue North
Seminole, Florida 33773

Denise Kirschbaum
Vice President

10244 Barry Drive
Largo, Florida 33774

ARTICLE VIII.

The name and address of the incorporator of these Articles is Sandra B. Levitt, 9603 108th Avenue North, Seminole, Florida 33773.

The street address of the initial registered office of the Corporation shall be 9603 108th Avenue North, Seminole, Florida 33773, and the name of the initial Registered Agent of the Corporation at that address is Sandra B. Levitt.

ARTICLE IX

The Corporation shall have the authority to indemnify any officer, director or employee of the Corporation or any former officer, director or employee of the Corporation in its Bylaws, pursuant to an agreement authorized by the Board of Directors, with such person, or otherwise as permitted under the Florida General Corporation Act.

ARTICLE X

Unless otherwise set forth herein, the Corporation reserves the right, in accordance with Chapter 617, Florida Statutes, to amend, alter, modify or repeal any provision or provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the Members is subject to this reservation.

ARTICLE XI

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

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The Corporation is organized on a non-stock basis. The Corporation shall not issue shares of Stock.

ARTICLE XIII

The Corporation dedicates all assets that it may acquire to the charitable and public purposes set forth in Article III hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapter 617, Florida Statutes, the Corporation shall distribute all of its assets to one or more organizations which are tax exempt as organizations described in Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue code of 1986, as amended, or corresponding sections of successor law or statute; or to the Federal government or to a state or local government for exclusive public purpose.

IN WITNESS WHEREOF, the undersigned has hereunto set their hand and seal on this the 2nd day of February, 1997.

By *Sandra B. Levitt*
Sandra B. Levitt
Incorporator

As amended on February 2, 1997