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Charter Number Only

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VALIDATION ONLY

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CORPORATION(S) NAME

House of Bread Incorporated

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|--|--|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input checked="" type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

AE NOV - 1 1996

CERTIFIED COPY

Empire Toll Free: 1-800-432-3028

Articles of Incorporation
of
HOUSE OF BREAD INCORPORATED

FILED
26 NOV -1 PM 2:00
TALLAHASSEE
FLORIDA

ARTICLE I
CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of the corporation is The House of Bread, Incorporated.

The principal office of this corporation is: 3900 Broadway, West Palm Beach, FL 33401.

The mailing address of this corporation is: 3900 Broadway, West Palm Beach, FL 33401.

ARTICLE II
CORPORATE NATURE

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Corporation Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III
DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV
GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are.

A. Providing food, other nutritional benefits and housing the needy, homeless and jobless.

B. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organization under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V
MEMBERSHIP

A. This corporation shall be authorized to issue membership certificates as may be determined in its Bylaws.

B. All certificates issued by the corporation shall contain a membership on the face thereof that it is a nonprofit corporation. Such certificates are restricted in the manner described in the Bylaws or any agreement.

C. Except as otherwise prescribed by Florida law, each membership shall entitle the holder thereof to one vote.

ARTICLE VI
MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be three (3) provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualifications of the successors in office. Annual meeting shall be held at 3900 Broadway, West Palm Beach, Florida 33407 on October 1, of each year at 1:00 P.M., or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Isaiah S. Clark, Jr.	1921 Hiltonia Circle West Palm Beach, FL 33407
Mary F. Clark	1921 Hiltonia Circle West Palm Beach, FL 33407
Adrienne Brown	802 Tiffany Drive #3 West Palm Beach, FL 33407

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors, Until such election is held, the following persons shall serve as corporate officers:

	<u>NAME</u>	<u>ADDRESS</u>
PRESIDENT:	Isaiah S. Clark, Jr.	1921 Hiltonia Circle West Palm Beach, FL 33407
VICE PRESIDENT:	Mary F. Clark	1921 Hiltonia Circle West Palm Beach, FL 33407
SECRETARY:	Adrienne Brown	802 West Tiffany Drive #3 West Palm Beach, FL 33407
TREASURER:	Adrienne Brown	802 West Tiffany Drive #3 West Palm Beach, FL 33407

ARTICLE VII EARNING AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

B. No substantial part of the activities of the corporation shall be used for the carrying on or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. 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 Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this corporation.

ARTICLE VIII
DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all 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 organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX
MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

ARTICLE X
SUBSCRIBERS

The names and residence address of the Subscribers of this corporation are as followings:

<u>Name</u>	<u>Address</u>
Isaiah S. Clark, Jr.	1921 Hiltonia Circle West Palm Beach, FL 33407
Mary F. Clark	1921 Hiltonia Circle West Palm Beach, FL 33407
Adrienne Brown	802 Tiffany Drive #3 West Palm Beach, FL 33407

ARTICLE XI
AMENDMENT OF BY-LAW

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation Not for Profit Law of the State of Florida, concerning corporation action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE XII
DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XIII
REGISTERED AGENT AND OFFICE

The address of the corporation's register office shall be 105 South Narcissus Avenue, Suite 701, West Palm Beach, Florida 33401 and the name of its registered agent as said address shall be Bruce W. Parrish, Jr.

ARTICLE XIV
AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Law of this corporation.

We the undersigned, being the Subscribers and Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 29 day of October 1996.

WITNESSED BY:

April S. Clark
Chadwick Edwards

Frank S. Clark Jr.
Subscriber

Tracy J. Clark
Subscriber

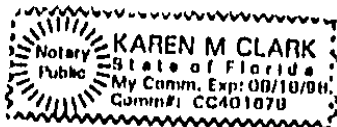
Adrienne Brown
Subscriber

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared
Isaiah S. Clark Jr., Mary F. Clark and Adrienne Brown to me known
to be the persons who executed the foregoing Articles of
Incorporation and they acknowledged to and before me that they
executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
23rd day of October, 1996.

Seal



Karen M. Clark
Karen M. Clark

Printed name
Notary Public
My Commission Expires:

FILED

96 NOV -1 PM 2:00

FILE
11/1/96

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, 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.

1. The name of the corporation is House of Bread Incorporated.
2. The name and address of the registered agent and office are:

Bruce W. Parrish, Jr.
105 So. Narcissus Ave.
Suite 701
West Palm Beach, Florida 33401

Dated this 29 day of October, 1996.

Isaiah S. Clark, Jr.
Isaiah S. Clark, Jr. Incorporator

Mary F. Clark
Mary F. Clark Incorporator

Adrienne Brown
Adrienne Brown Incorporator

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.

Bruce W. Parrish, Jr.

Dated: Oct 29, 1996