

N98000002751

LAW OFFICES

James L. Case, P.A.

SUITE 102

2810 EAST OAKLAND PARK BOULEVARD
FORT LAUDERDALE, FLORIDA 33306

JAMES L. CASE

(954) 563-1000

FAX (954) 565-2047

April 29, 1998

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

500002509245--8
05/04/98-D1038-020
****122.50 ****122.50

RE: PEANUT BUTTER + JESUS, INC.

Dear Sir:

Enclosed please find an original and copy of the Articles of Incorporation of the captioned company, together with a Resident Agent form and our check in the amount of \$122.50 representing payment of the following:

| | |
|---------------------------|----------|
| Filing Fee: | \$35.00 |
| Certified Copy of Charter | 52.50 |
| Resident Agent Cert. | 35.00 |
| TOTAL: | \$122.50 |

Very truly yours,


JAMES L. CASE

JLC:kb
Enclosure
97-110-747

FILED
98 MAY 14 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W98-10071
nc 5/14/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 5, 1998

JAMES L. CASE, P.A.
2810 EAST OAKLAND PARK BLVD.
SUITE 102
FORT LAUDERDALE, FL 33306

SUBJECT: PEANUT BUTTER + JESUS, INC.
Ref. Number: W98000010071

We have received your document for PEANUT BUTTER + JESUS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

NON PROFIT CORPORATIONS DO NOT HAVE STOCK.

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

Please return the original and one copy of 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 (850) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 598A00024593

Kallen

FILED

98 MAY 14 AM 10:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PEANUT BUTTER + JESUS, INC.
A Nonprofit Corporation

ARTICLE I

CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of this corporation is PEANUT BUTTER + JESUS, INC.

The principal office of this corporation is:

5722 South Flamingo Road
Box 150
Fort Lauderdale, FL 33330

The mailing address of this corporation is:

5722 South Flamingo Road
Box 150
Fort Lauderdale, FL 33330

ARTICLE II

CORPORATE NATURE

This is a nonprofit corporation, organized solely for general charitable purposes pursuant to the Florida Corporations 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. For the advancement of charity and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. Feeding hungry children.

C. To operate exclusively in any other manner for such charitable 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 organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V

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) person(s). 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 qualification of the successors in office. Annual meetings shall be held at the corporate offices on June 15th, of each year at 10:00 A.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.

B. Corporate Officers. The Board of Directors shall elect the following officers: 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> |
|------------------------------------|--|
| Kathi Mims, Pres. | 5722 South Flamingo Road Box 150 Fort Lauderdale, FL 33330 |
| Stephen Hurd Mims, Secy./Treas. | 5722 South Flamingo Road Box 150 Fort Lauderdale, FL 33330 |

ARTICLE VI EARNINGS 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 and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, 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 purposes of this corporation.

ARTICLE VII
DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all 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, education, 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 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 purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII
MEMBERSHIP

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

ARTICLE IX
SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows: (a minimum of one (1) only is required)

| <u>Name</u> | <u>Address</u> |
|-------------|--|
| Kathi Mims | 5722 South Flamingo Road Box 150 Fort Lauderdale, FL 33330 |

ARTICLE X
AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate 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 XI
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 XII
REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 5722 South Flamingo Road, Box 150, Fort Lauderdale, Florida 33330 and the name of its registered agent at said address shall be Kathi Mims.

ARTICLE XIII
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-Laws 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 23rd day of January, 1998.

WITNESSED BY:

Michelle Woods

Melanie D. Hemminger

Kathi Mims
KATHI MIMS, Subscriber

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Kathi Mims
Kathi Mims, Registered Agent

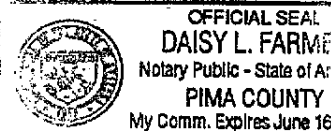
STATE OF Arizona
COUNTY OF Pima

The foregoing Articles of Incorporation were acknowledged before me this 23rd day of January, 1998, by KATHI MIMS, who is personally known to me or who ☒ produced Florida Driver's License as identification.

Daisy L. Farmer
NOTARY PUBLIC

MY COMMISSION EXPIRES: 6/16/2000

Prepared By:
JAMES L. CASE, ESQUIRE
2810 East Oakland Park Boulevard, #102
Fort Lauderdale, FL 33306
(954) 563-1000



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAY 14 AM 10:35

FILED