

N 990000002386

UPCHURCH, BAILEY AND UPCHURCH, P. A.

ATTORNEYS AT LAW
ESTABLISHED 1925

780 NORTH PONCE DE LEON BOULEVARD
SAINT AUGUSTINE

PLEASE REPLY TO
POST OFFICE DRAWER 3007
SAINT AUGUSTINE, FLORIDA 32085-3007
TELEPHONE (904) 829-9066
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JOHN D. BAILEY, JR.
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FRANK D. UPCHURCH, JR.
OF COUNSEL
FRANK D. UPCHURCH
(1894-1986)

April 13, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-04/15/99 --01029--007
*****122.50 *****78.75

Re: American Culinary Federation - National Chapter, Inc.
Our File No. 8-99-002

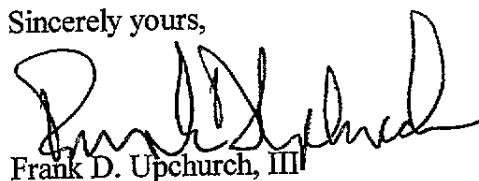
Dear Sir or Madam:

I enclose herewith an original and one copy of the Articles of Incorporation of the above-named corporation. Please file the document and furnish me with a certified copy.

You will note that Article XI of the Articles of Incorporation sets out the name and address of the Registered Agent of the Corporation.

I am also enclosing a check payable to the Secretary of State in the amount of \$122.50 which I estimate to be sufficient to cover the charges for your filing fee, corporate charter, including a certified copy of the charter document, and registration of registered agent.

Sincerely yours,



Frank D. Upchurch, III

FDUIII:jrs
Enclosures

FILED
99 APR 15 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
AMERICAN CULINARY FEDERATION - NATIONAL CHAPTER, INC.
A NON-PROFIT CORPORATION**

The undersigned person(s), desiring to form a Corporation not-for-profit under Chapter 617 of the Florida Statutes, certify as follows:

ARTICLE I

Name

The name of the Corporation is American Culinary Federation - National Chapter, Inc.

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99 APR 15 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

Purpose

The Corporation is organized for any lawful purpose or purposes authorized by the non-profit corporation laws of the State of Florida including without limitation serving as the national chapter of the American Culinary Federation, which is a national association of professional chefs, cooks and bakers.

In furtherance of such purposes, the Corporation shall have and may exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation laws of the State of Florida by law may now or hereafter have or exercise.

ARTICLE III

Membership

The Corporation shall have a membership distinct from its Board of Directors. The authorized number and qualification of the members, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, their liability for dues and assessments and the method of collection thereof shall be as set forth in the constitution and bylaws.

ARTICLE IV

Existence

The Corporation shall have perpetual existence.

ARTICLE V

Subscriber's Name and Address

The name and address of the subscriber to these articles of incorporation are:

Ms. Terri Pittaro
Director of Operations
American Culinary Federation
Post Office Box 3466
St. Augustine, Florida 32085-3466

ARTICLE VI

Board of Directors

The powers of the Corporation shall be exercised, its property controlled and its affairs managed by a Board of Directors. The number of Directors and the manner of their election or appointment shall be as stated in the bylaws.

ARTICLE VII

No Financial Benefit to Members

No part of the net earnings of the Corporation shall enure 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 furtherances of the purposes set forth in Article II.

ARTICLE VIII

Dissolution

Upon the dissolution or winding up of the affairs of the Corporation, its assets remaining after payment, or provision for payment of all debts and liabilities of the Corporation, shall be distributed to American Culinary Federation, Inc., or some other not-

for-profit fund, foundation, trust, corporation or organization to be devoted to similar purposes.

ARTICLE IX

Amendments to the Articles of Incorporation

Amendments to the Articles of Incorporation may be proposed by any member of the Corporation . The Articles may be amended at any annual meeting of the Corporation, or at any special meeting duly called and held for such purpose, on the affirmative vote of two-thirds (2/3) of each class of members existing at the time of and present at such meeting. Amendments to the Articles of incorporation may also be proposed by any Director and may be adopted at any annual or special meeting of the Board of Directors by two-thirds (2/3) vote of the Board members present.

ARTICLE X

Amendments to By-Laws

Amendments to the bylaws of the Corporation may be proposed by any member of the Corporation. Such amendments may be adopted by the Board of Directors at any annual or special meeting by two-thirds (2/3) vote of the Board members present.

ARTICLE XI

Principal Office, Initial Registered Office and Registered Agent

The street address of the initial principal office of the Corporation and the initial registered office of the Corporation is 10 San Bartola, St. Augustine, Florida 32086 and the initial registered agent at that address is Terri L. Pittaro.

ARTICLE XII

Mailing Address

The mailing address of the Corporation is Post Office Box 3466, St. Augustine, Florida 32085.

Terri L. Pittaro
Terri L. Pittaro, Subscriber

STATE OF FLORIDA
COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged before me this 12th day of April, 1999, by Terri L. Pittaro, who ~~(X)~~ is personally known to me or ~~(-)~~ have produced Florida driver's license number _____ as identification.

Jane R. Sullivan
Signature of Notary
Jane R. Sullivan
(Name of notary, typed/printed)
Commission number: _____
Commission expires: _____



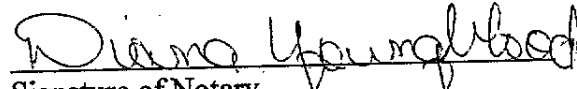
ACCEPTANCE BY REGISTERED IN AGENT

I am familiar with and accept the duties and responsibilities as Registered Agent for the foregoing corporation.


Terri L. Pittaro, Registered Agent

STATE OF FLORIDA
COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged before me this 12 day of April, 1999, by Terri L. Pittaro, who (✓) is personally known to me or () have produced Florida driver's license number _____ as identification.


Signature of Notary
Diana Youngblood
(Name of notary, typed/printed)
Commission number: CC 634585
Commission expires: 3-31-2001

DIANA YOUNGBLOOD
Notary Public, State of Florida
My Comm. expires Mar. 31, 2001
Comm. No. CC 634585

FILED
99 APR 15 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA