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LAW OFFICES OF GARY R. SIEGEL, P.A.

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June 15, 1999

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

500002908845--2
-06/18/99-01066--008
*****78.75 *****78.75

ATTN: Florida filings

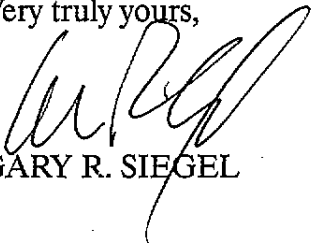
Re. Incorporation of Circle of Life Resource Center, Inc., a Corporation not for Profit

Enclosed please find the original articles of incorporation with one copy as well as a check made payable to the Secretary of State for \$78.75 to cover the fee for the filing of a new corporation.

Kindly provide me with a certified copy of the articles. For your convenience a self-addressed-stamped envelope has been provided.

Should you have any questions, please do not hesitate to contact this office.

Very truly yours,


GARY R. SIEGEL

GRS:vm
Enclosures

FILED
99 JUN 18 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2 JUN 21 1999

ARTICLES OF INCORPORATION
of
CIRCLE OF LIFE RESOURCE CENTER, INC.,
a Corporation not for Profit

FILED
99 JUN 18 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under Chapter 617, Florida Statutes, hereby adopts these Articles of Incorporation:

I. NAME

The name of the corporation is:

Circle of Life Resource Center, Inc.

II. PRINCIPAL OFFICE

The initial principal office of this corporation is:

4233 Sheridan Avenue
Miami Beach, FL 33140

III. PURPOSE

The corporation may operate a not-for-profit food bank and may transact any and all other lawful business related or unrelated to such food bank, except as follows:

- A. The corporation shall not carry on any 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 1986 (or the corresponding provision of any future United States Revenue Law).

- B. The corporation shall not in any way, directly or indirectly, carry on propaganda or otherwise attempt to influence legislation, or participate or intervene in any political campaign on behalf of any candidate for public office, by publishing or distributing statements or otherwise; and

V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

4233 Sheridan Avenue
Miami Beach, FL 33140

The name of the initial registered agent of this corporation at that address is:

HOWARD ASH

VI. INCORPORATOR

The name and address of the Incorporator signing these articles is:

<u>Name</u>	<u>Address</u>
Howard Ash	4233 Sheridan Avenue Miami Beach, FL 33140

VII. BOARD OF DIRECTORS

This corporation will elect directors pursuant to the method stated in the By-Laws.

VIII. REVENUE

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 legitimate and reasonable payments and distributions in furtherance

of lawful purposes permitted by Article III hereof.

X. DISSOLUTION

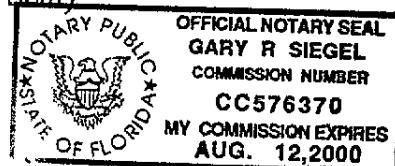
Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, 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 1986 (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 the Circuit Court 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.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8 day of June, 1999.


HOWARD ASH

The foregoing instrument was acknowledged before me this 8 day of June, 1999, by HOWARD ASH, who is personally known to me.


NOTARY PUBLIC
MY COMMISSION EXPIRES:
(Notary Seal)



**ACCEPTANCE
OF
RESIDENT AGENT**

**FILED
99 JUN 18 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Having been named as Resident Agent in the foregoing articles of incorporation of CIRCLE OF LIFE, INC., I state that I am familiar with the obligations of registered agent and agree as Registered Agent to accept such obligations and Service of Process, to keep the registered office open during the hours prescribed by law and to post my name (and any other officers of said corporation authorized to accept service of process at the registered office) in some conspicuous place in the office as required by Law.

6/8/99
DATE



HOWARD ASH