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FILED
02 JUN 14 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 7, 2002

Florida Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-06/14/02-01033-006
*****87.50 *****87.50

Re: Gleaners of Tampa Bay, Inc.

To: Division of Corporations

Enclosed for filing are the original **signed** Articles of Incorporation for the above-referenced not-for-profit corporation.

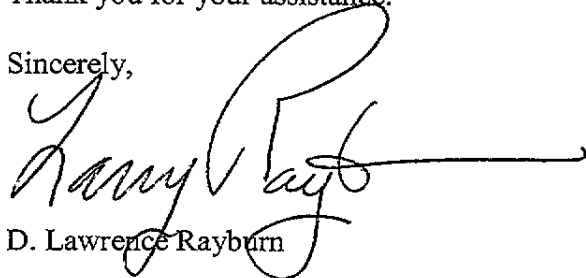
Also enclosed is a **complete photocopy of the executed Articles** and a check payable to the **Department of State** for \$87.50 in payment of the filing fee (\$35), registered agent fee (\$35) and the fee for a certified copy (\$8.75) and for a certificate of status (\$8.75).

Please return the certified copy and certificate to me at the above address. A self-addressed stamped envelope is enclosed for your convenience.

Please call me at (813) 286-3935 if you have any questions regarding this matter.

Thank you for your assistance.

Sincerely,



D. Lawrence Rayburn

Enclosures (Original signed Articles; copy of signed articles; check)

KL
6/14/02

ARTICLES OF INCORPORATION

**OF
GLEANERS OF TAMPA BAY, INC.
(A Corporation Not For Profit)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, for the purpose of forming a corporation for charitable, educational and philanthropic purposes under Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation:

Article I. Name and Principal Office

The name of this corporation shall be Gleaners of Tampa Bay, Inc., and it shall have a principal address at 120 Phillips Drive, Seffner, Florida 33584.

Article II. Term of Existence

This corporation shall exist perpetually, commencing on the date these Articles are filed with the Florida Secretary of State.

Article III. Purpose

This corporation is formed exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as that section may from time to time be amended, and, to that end, to do the following:

a. To support, promote and organize the collection and distribution of food, including, without limitation, fresh fruits and vegetables at no cost to the recipients for the benefit of poor, hungry, underprivileged, or undernourished people living in the Tampa Bay area, so as to lessen the burdens of government and provide relief of the poor and distressed.

b. To distribute food donated by farmers, growers, wholesalers, groceries and others to charitable and/or religious organizations that operate food banks, pantries and other food programs for the benefit of the poor, distressed, hungry, underprivileged and undernourished.

c. To the extent permitted by law to exercise its rights, power and privileges, to hold meetings of its board of directors, to have one or more officers and to keep the books of the corporation.

d. To do any and all lawful acts and things, alone or in cooperation with other persons or organizations, which may be necessary, useful, suitable or proper for the furtherance, accomplishment, or attainment of any or all of the purposes or powers of the corporation.

Article IV. Powers

Subject to the provisions of Article III, this corporation shall have all powers conferred by the laws of the State of Florida upon not for profit corporations.

Article V. Membership

This corporation shall not have members.

Article VI. Registered Office and Registered Agent

The initial registered agent, and the street address of the initial registered office, shall be Patrick L. Milam, 7410 Bay Drive, Tampa, FL 33635.

Article VII. Board of Directors

a. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall initially have three (3) directors. The directors shall be elected as provided in this corporation's Bylaws.

b. The names and addresses of the persons who shall serve as initial directors are as follows:

<u>Name</u>	<u>Address</u>
Gene Shewfelt	120 Phillips Drive, Seffner, FL 33584
Harriet "Polly" Shewfelt	120 Phillips Drive, Seffner, FL 33584
Patrick L. Milam	7410 Bay Drive, Tampa, FL 33635

c. The number of directors may be changed from time to time, by amendment to the Bylaws, but shall never be fewer than three.

Article VIII. Bylaws

a. The power to adopt Bylaws for this corporation, to alter, amend, or repeal said Bylaws, and to adopt new Bylaws shall be vested in the Board of Directors of this corporation.

b. The Bylaws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided that the Bylaws are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or of the United States.

Article IX. Incorporator

The name and address of the incorporators are Gene Shewfelt, Harriett "Polly" Shewfelt, and Patrick L. Milam.

Article X. Use of Income

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any, officer, director, or other private individual (except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make payments and distributions in furtherance of the corporation and reimburse individuals for reasonable expenses incurred for the benefit of the corporation), and no director, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

Article XI. Private Foundation Status

In the event that this Corporation shall become a "private foundation" within the meaning of Section 509 of the Internal Revenue Code, the Corporation shall distribute its income for each

taxable year at such time and in such manner as not to subject it to tax under section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code; and shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

Article XII. Prohibited Activities

Notwithstanding any other provision in these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as that Section may from time to time be amended. In particular, no substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office.

Article XIII. Dissolution

Upon dissolution of this corporation, all of the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or as that Section may from time to time be amended, or shall be distributed to the federal government, or to a state or local government, for a public purpose, and none of the assets will be distributed to any officer or director of this corporation.

IN WITNESS WHEREOF, the undersigned subscribing incorporators have hereunto set their hands and seals on 6/7/02, 2002, for the purpose of forming this corporation not-for-profit under the laws of the State of Florida.

Gene H. Shewfelt (SEAL)
GENE H. SHEWFELT

Harriet "Polly" Shewfelt (SEAL)
HARRIET "POLLY" SHEWFELT

Patrick L. Milam (SEAL)
PATRICK L. MILAM

CERTIFICATE DESIGNATING REGISTERED AGENT

In compliance with Section 48.091 and 617.0501, Florida Statutes, the following is submitted:

That Gleaners of Tampa Bay, Inc. desiring to organize under the laws of the State of Florida, has named Patrick L. Milam, as its agent to accept service of process within the State of Florida.

DATED this 7 day of JUNE, 2002.

By: Gene H. Shewfelt
Gene H. Shewfelt

By: Harriet "Polly" Shewfelt
Harriet "Polly" Shewfelt

By: Patrick L. Milam
Patrick L. Milam
Its Incorporators

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at a place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, and all other statutes relative to the proper and complete performance of my duties as registered agent.

Patrick L. Milam
Registered Agent

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