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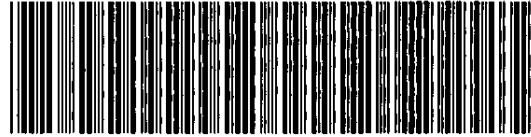
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# STROOCK

Victoria E. Bricant  
305-789-9390  
vbricant@stroock.com

June 6, 2011

**BY FEDERAL EXPRESS**

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**Re: New Corporation: The Fair Food Standards Council, Inc.**

Dear Sir or Madam:

Enclosed is an original and two (2) copies of the Articles of Incorporation and a check in the amount of \$78.75 for the Filing Fee, Certified Copy & Certificate.

Please contact me with any questions.

Very truly yours,



Victoria E. Bricant

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**Articles of Incorporation of  
The Fair Food Standards Council, Inc.**

**A Florida Not For Profit Corporation**

The undersigned, a majority of whom are citizens of the United States, desiring to form a Not For Profit Corporation under the Florida Not For Profit Corporation Act, do hereby certify:

Article I

**Name and Duration**

The name of the corporation shall be The Fair Food Standards Council, Inc. (hereinafter referred to as "the Company"). The duration of the Company shall be perpetual, commencing as of when accepted for filing by the Secretary of State.

Article II

**Principal Office**

The mailing address and street address of the principal office of the Company is 6700 South Florida Avenue, Suite 31, Lakeland, Florida 33813.

Article III

**Company Purposes, Powers and Rights**

1. The Company is organized exclusively for charitable and educational purposes, including:

A. Implementing agreements among laborers, growers and buyers in the Florida tomato industry relating to benefits and working conditions for Florida tomato pickers (the "Agreement");

B. Implementing an accountability mechanism to ensure that Florida tomato pickers are treated and paid fairly (the "Mechanism");

C. Educating the tomato industry and consumers regarding the conditions under which the Florida tomato pickers

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work and the procedures set forth in the Agreement and Mechanism;

D. Improving working conditions and worker income in the agriculture and food industries relating to tomatoes;

E. Providing such services as will promote these purposes, and to stimulate public sentiment and support to these ends; and

F. Conducting all other activities as shall from time to time be found appropriate in connection with the foregoing purposes and as are lawful for not-for-profit corporations.

2. The Company has all of the general and specific powers and rights granted to and conferred on a not for profit corporation under the laws of the State of Florida, including, without limitation, the powers specifically enumerated in Section 617.0302 and 617.0303, Florida Statutes.

Article IV  
**Membership**

The Company shall have no members.

Article V  
**Directors**

The by-laws for the Company shall set forth the manner in which directors are to be elected or appointed.

Article VI  
**Registered Agent**

The registered agent shall be Suzanne Harris and her address is Harris & Helwig, P.A., 6700 South Florida Avenue, Suite 31, Lakeland, Florida 33813.

Article VII  
**Incorporators**

The name and address of the person who is the initial incorporator of the Company is as follows: Steven A. Hitov, 8504 Laverne Drive, Adelphi, MD 20783.

Article VIII  
**Restrictions on Activities**

1. No part of the net earnings of the Company shall inure to the benefit of, or be distributable to its trustees, directors, officers, or other private persons (except that the Company shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Company), and no member, trustee, director or officer of the Company or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Company.

2. No substantial part of the activities of the Company shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted by the Internal Revenue Code of 1986, as amended or corresponding provisions of any subsequent federal tax laws (the "Code"), whether pursuant to an election under Section 501(h) of the Code, during any fiscal year or years in which the Company has chosen to utilize the benefits authorized by that statutory provision, or otherwise), and the Company shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office .

3. Notwithstanding any other provision of these articles, the Company 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 Code or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

4. In any taxable year in which the Company is a private foundation as described in Section 509(a) of the Code, the Company shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Code; and the Company shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code, (b) retain any excess business holdings as defined in Section 4943(c) of the Code, (c) make any investments in such manner as to subject the Company to tax under Section 4944 of the Code, or (d) make any taxable expenditures as defined in Section 4945(a) of the Code or corresponding provisions of any subsequent Federal tax law.

5. Notwithstanding any other provision of this Certificate of Incorporation, the Company is organized exclusively for one or more exempt purposes specified in Section 501(c)(3) of the Code, and shall not carry on any activities not permitted to be carried on by a Corporation exempt from Federal income taxation under Section 501(c)(3) of the Code and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

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Article IX  
**Dissolution**

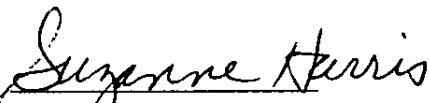
Upon the dissolution of the Company, all of the remaining assets and property of the Company shall, after payment of necessary expenses thereof, be distributed as the Board of Directors determines to another organization or organizations exempt under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose and subject to any requisite approval and/or jurisdiction of the courts of the State of Florida. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Company 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 has executed this Certificate of Incorporation and affirms that the statements made herein are true under the penalties of perjury this 6<sup>th</sup> day of ~~April~~, June, 2011.

  
Steven A. Hitov, Incorporator

I hereby accept the designation as registered agent and am familiar with and accept the obligations of the position of registered agent.

  
Suzanne Harris

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