

MAY 18 1929

ARTICLES OF INCORPORATION
OF
COMMUNITY FOOD BANK OF VICTORIA

Corporations Section

We, the undersigned and natural persons, at least two of whom are citizens of the State of Texas, and who are of the age of 18 years or more, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of this corporation is Community Food Bank of Victoria

ARTICLE II

Non-Profit Charter

The corporation shall be a non-profit corporation.

ARTICLE III

DURATION

The period of its duration is perpetual.

ARTICLE IV

STOCK OR SHARES

The corporation shall have no stock or shares.

ARTICLE V

PURPOSE

THE PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED ARE:

1. To operate a Community Food Bank exclusively to distribute surplus food to other charities and organizations who give food to the needy persons to satisfy an existing need.
2. The organizations participating for salvage food from the food bank must have a criteria that describes to whom they are to serve and apply that criteria to all individuals alike. There is to be no exclusion of services based on religion, race, or political affiliation of an individual.

3. The organizations participating in salvage food from the food bank must qualify as an exempt organization under section 501 (C) (3) of the Internal Revenue Code of 1954 as amended or by the corresponding provisions of any subsequent Federal Tax Laws "code."
4. In fulfilling its exempt purposes the corporation shall have the power to receive or acquire property of every description and to hold, manage, invest and distribute same for the exempt purpose for which the corporation shall be authorized by the Texas Non-Profit Corporation Act provided such powers are consistent with the above and not prohibited to an organization as described in section 501 (C) (3) of the code, or as a corporation, contributions to which are deductible under section 170 (c) (2) 2055 (A) (2) or 2522 (A) (2) of the code.
5. The Community Food Bank of Victoria is organized exclusively for the purpose of maintaining a corporative ministry of assistance of those in crisis or existing need, thus eliminating the problem of hunger in the seven county area which includes but not limited to Victoria, Calhoun, Goliad, Gonzales, Lavaca, Dewitt and Jackson. Encouragement of helpful volunteers in the community, provide public information about human needs and keeping records of crisis assistance given in Victoria and the Golden Crescent area.
6. Each member pays a fee of 10 cents a pound, not to exceed 12 cents a pound, to cover administration, warehousing and other costs. This fee is charged on the basis of the total number of pounds of food distributed to the transferee to charity, not on the basis of food distributed.

ARTICLE VI POWER

The corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status:

1. as a corporation which is exempt from federal income taxation as an organization described in Sections 501 (C) (3) of the Code; or
2. as a corporation, contributions to which are deductible under sections 170 (c) (2) of the Code.

ARTICLE VII LIMITATIONS

- 1) No part of the net earnings of the Corporation shall

inure to the benefit of any private individual, including any "director" or "advisor" or any other private individual. The Corporation shall never declare or make to any such persons that the Corporation may pay reasonable compensation to such individual for services actually rendered to the Corporation and may make payments and distributions in furtherance of the purposes set forth herein.

(2) No substantial part of the activities of the Corporation shall be carrying on proganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(3) If the Corporation is a "private foundation", as that term is defined under Section 509 of the Code, then pursuant to the limitations imposed on a non-profit Corporation by Vernon's Annotated Civil Statutes, Article 1396-2.27, during the period of time while the Corporation is such a "private foundation", the Corporation shall be subject to the requirements and prohibitions listed below.

(a) The Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Code;

(b) The Corporation shall distribute the Corporation's income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;

(c) The Corporation shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code;

(d) The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Code or investment which jeopardize the Corporation's exempt purposes as defined in Section 4944 of the Code;

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Code.

ARTICLE VIII

MEMBERS AND MANAGEMENT

(1) The Corporation shall have no members.

(2) The internal affairs of the Corporation shall be governed by the By laws. Notwithstanding any provision which may be included in the corporate By laws. The corporation shall not engage in any activities prohibited by either the Texas Non-Profit Corporation Act or Section 501 (C) (3) or

any other provisions of the Code applicable to an organization exempt from federal income tax under Section 501 (C) (3) for the exempt purposes as are expressed in Article Five.

(3) The Corporation's affairs shall be managed by a Board of Directors ("Board") in which shall reside all power, authority, and responsibility with respect to the Corporation.

(4) The Corporation may, nevertheless, use one or more of the words "members", "founders", "sponsors", "trustee", or "advisor" or such other titles as the Board may determine to designate those persons having such privileges and status as the Board, in accordance with the By laws of the Corporation, may determine. Such titles shall not confer any voting or other legal or equitable rights in the Corporation, nor any power, authority, or responsibility with respect to the Corporation.

ARTICLE IX

IDEMNTIFICATION

The Corporation may indemnify any officer, Director, or former officer or Director of the Corporation or any person who may have served at its request as trustee, officer, or director of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by him in connection with the defense of any action, suit, or proceedings in which he is made a party by reasons of being or having been such trustee, officer, or Director, except in relation to matters as to which he shall be finally adjudged in such action, suit, or proceeding to be liable for gross negligence or misconduct in performance of duty, but such indemnification shall not be deemed exclusive of any other rights to which such trustee, officer, or Director may be entitled under bylaws, agreements or otherwise.

ARTICLE X

BYLAWS

The initial Bylaws of the Corporation shall be adopted by the Board. Thereafter, the Bylaws may be amended as provided in the Bylaws

ARTICLE XI

AMENDMENTS

The power to amend these Articles of Incorporation shall be vested in the Board of the Corporation.

ARTICLE XII

DISPOSITION OF ASSETS ON DISSOLUTION

No part of the net earnings, properties, or assets of this Corporation upon dissolution thereof shall inure to the benefit of any private person or individual or any Director of this Corporation. Upon the dissolution, liquidation, or winding up of the Corporation (whether voluntary or involuntary) the Board shall, after paying or making adequate provision for payment of all of the liabilities of the Corporation, distribute all of the net assets of the Corporation exclusively for the purposes of the Corporation, or to one or more organizations, organized and operated exclusively for charitable, religious, educational or scientific purposes as the Board shall determine and as shall, at that time, qualify as an organization as described in Sections 501 (C) (3), 509 (a) (1), (2) or (3) and 170 (b) (1) (A) of the Code.

ARTICLE XIII

REGISTERED OFFICE AND AGENT

(1) The street address of the initial registered office of the Corporation is: 1402 E. Mockingbird, Victoria, Texas 77901

(2) The name of the initial registered agent of the Corporation at such address is: Joe Bland

ARTICLE XIV

INITIAL DIRECTORS

(1) The Board of Directors shall consist of not less than five (5) nor more than thirteen (13) directors, the exact number to be provided by the ByLaws. The number of directors constituting the Initial Board of Directors of the Corporation is seven (7).

(2) The names and addresses of the persons who are to serve as the initial directors are:

Joe Bland-Chalzman 709 Taos Victoria, Texas 77901	Work: 573-7724 Home: 572-5624
Arthur Wearden-Treasurer 305 E. Nueces Victoria, TX 77901	Work: 573-0838 Home: 575-5656
Ms. Era Robertson Victoria Ind. School District C'Conner School 3402 Bobolink Victoria, TX 77901	Work: 575-0639 Home: 575-3248
Robert Harper P.O. Box 1638 Victoria, TX 77902	Work: 573-2201 Home: 573-4949
Sam Dick 1302 Crestwood Victoria, TX 77901	Work: 573-4339 Home: 573-7136
Anelia Funari 414 Maplewood Victoria, TX 77901	Work: 578-0591 Home: 573-3399

Each Director shall be a resident of the State of Texas and citizens of the United States of America

ARTICLE XV

INCORPORATOR

The name and address of each Incorporator is as follows:

- Joe Bland, 709 Taos, Victoria, Texas 77904
- Arthur R. Wearden, 306 E. Nueces, Victoria, Texas 77901
- Amelia Funari, 414 Maplewood, Victoria, Texas 77901

IN WITNESS WHEREOF, the Incorporators do hereby affix their signatures this 1 day of May A.D., 1989.

Joe Bland
Joe Bland, Incorporator

Arthur R. Wearden
Arthur Wearden, Incorporator

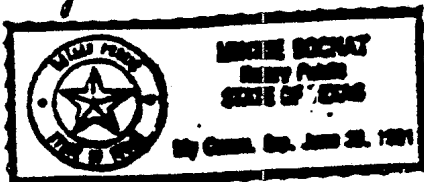
Amelia Funari
Amelia Funari, Incorporator

STATE OF TEXAS

COUNTY OF VICTORIA

Before me, a notary public, on this day personally appeared Joe Bland, Arthur Wearden, and Amelia Funari, known to me to be the persons whose names are subscribed to the foregoing document and, being by me first duly sworn, severally declared that the statements contained therein are true and correct.

Given under my hand and seal of office this 17th day of May A.D., 1989.



Minnie Boebat
Notary Public in and for the State of Texas

My Commission Expires: _____ (Printed/Stamped name of notary)

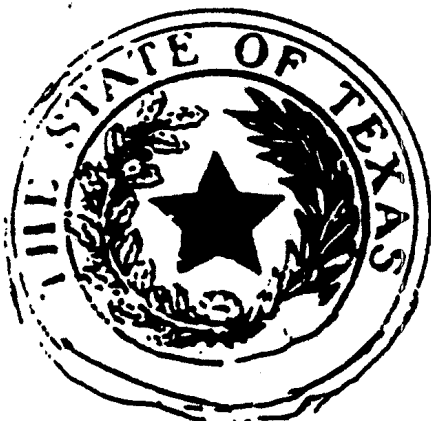
CERTIFICATE OF INCORPORATION
OF
COMMUNITY FOOD BANK OF VICTORIA
CHARTER NUMBER 0114390

THE UNDERSIGNED, AS SECRETARY OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT ARTICLES OF INCORPORATION FOR THE ABOVE
CORPORATION, DULY SIGNED AND VERIFIED HAVE BEEN RECEIVED IN
THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.

ACCORDINLY THE UNDERSIGNED, AS SUCH SECRETARY OF STATE,
AND BY VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY
BY LAW, HEREBY ISSUE THIS CERTIFICATE OF INCORPORATION AND
ATTACHES HERETO A COPY OF THE ARTICLES OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT
AUTHORIZE THE USE OF A CORPORATE NAME IN THIS STATE IN
VIOLATION OF THE RIGHTS OF ANOTHER UNDER THE FEDERAL
TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK LAW, THE ESTIMATED
BUSINESS OR PROFESSIONAL NAME OR THE COMMON LAW.

ENACTED MAY 18, 1989



ASSUMED NAME CERTIFICATE
FOR AN INCORPORATED BUSINESS OR PROFESSION

1. The assumed name under which the business and professional service is to be conducted is COMMUNITY FOOD BANK
3001 PORT LAVACA HWY. VICTORIA, TEXAS 77901.
2. The name of the incorporated business or profession as stated in its Articles of Incorporation or comparable document is SPIRIT OF YOUTH OF VICTORIA, INC
and the charter number or certificate of authority number, if any is 725123-1.
3. The state, county or other jurisdiction under the laws of which it was incorporated is TEXAS, and the address of its registered or similar office in that jurisdiction is 209 FORREST & 3001 PT. LAVACA HWY..
4. The period not to exceed ten years, during which the assumed name is to be used is TEN.
5. The corporation is a (circle one) business corporation, non-profit corporation professional corporation, professional association or other type corporation (specify) _____ or other type of incorporated business, professional or other association or legal entity (specify) _____.
6. If the corporation is required to maintain a registered office in Texas, the address of the registered office is P.O. BOX 215 VICTORIA, TEXAS 77902 and the name of its registered agent at such address is AMELIA FUNARI
The address of the principal office (if not the same as the registered office) is _____.
7. If the corporation is not required to or does not maintain a registered to or does not maintain a registered office in Texas, the office address in Texas is NA; and if the corporation is not incorporated, organized or associated under the laws of Texas, the address of its place of business in Texas is _____ and the office address elsewhere is _____.
8. The county or counties where business or professional services are being conducted or are to be conducted or rendered under such assumed name are (if applicable, use the designation "all" or "all except _____").

VICTORIA COUNTY

Spirit of Youth of Victoria, Inc.

Arnold Furness

Executive Director

Witnessed on this 15th day of October, 1986,
personally appeared Arnold Furness and
acknowledged to me that he executed the foregoing certificate for
the purposes therein expressed.

W. J. ...
Notary Public Victoria County

NOTE: A certificate executed and acknowledged by an attorney-in-fact shall include a statement that the attorney-in-fact has been duly authorized in writing by his principal to execute and acknowledge the same.



The State of Texas

Secretary of State

MAY 22, 1989

AMELIA FUNARI--COMMUNITY FOOD BANK OF VICTORIA
1402 E. MOCKINGBIRD PO BOX 5085
VICTORIA ,TX 77903

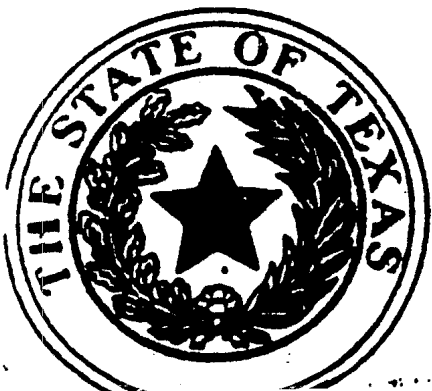
RE:
COMMUNITY FOOD BANK OF VICTORIA

CHARTER NUMBER 01114880-01

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF INCORPORATION THAT CREATED YOUR CORPORATION. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

AS A CORPORATION, YOU ARE SUBJECT TO STATE TAX LAWS. SOME NON-PROFIT CORPORATIONS ARE EXEMPT FROM THE PAYMENT OF FRANCHISE TAXES AND MAY ALSO BE EXEMPT FROM THE PAYMENT OF SALES AND USE TAX ON THE PURCHASE OF TAXABLE ITEMS. IF YOU FEEL THAT UNDER THE LAW YOUR CORPORATION IS ENTITLED TO BE EXEMPT YOU MUST APPLY TO THE COMPTROLLER OF PUBLIC ACCOUNTS FOR THE EXEMPTION. THE SECRETARY OF STATE CANNOT MAKE SUCH DETERMINATION FOR YOUR CORPORATION.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.



VERY TRULY YOURS,

William M. Reams

Secretary of State

Internal Revenue Service
District Director

1100 COMMERCE STREET
DALLAS, TX 75202-9000

Date: SEP 11 1989

COMMUNITY FOOD BANK OF VICTORIA
P O BOX 5085
VICTORIA, TX 77903

Employer Identification Number:
74-2534561

Contact Person:
EO TECHNICAL ASSISTOR

Contact Telephone Number:
(214) 767-3526

Accounting Period Ending:
December 31

Foundation Status Classification:
509(a)(1)

Advance Ruling Period Begins:
May 13, 1989

Advance Ruling Period Ends:
December 31, 1993

Addendum Applies:
No

Dear Applicant:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from Federal income tax under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3).

Because you are a newly created organization, we are not now making a final determination of your foundation status under section 509(a) of the Code. However, we have determined that you can reasonably be expected to be a publicly supported organization described in sections 509(a)(1) and 170(b)(1)(A)(vi).

Accordingly, you will be treated as a publicly supported organization, and not as a private foundation, during an advance ruling period. This advance ruling period begins and ends on the dates shown above.

Within 90 days after the end of your advance ruling period, you must submit to us information needed to determine whether you have met the requirements of the applicable support test during the advance ruling period. If you establish that you have been a publicly supported organization, you will be classified as a section 509(a)(1) or 509(a)(2) organization as long as you continue to meet the requirements of the applicable support test. If you do not meet the public support requirements during the advance ruling period, you will be classified as a private foundation for future periods. Also, if you are classified as a private foundation, you will be treated as a private foundation from the date of your inception for purposes of sections 507(d) and 4940.

Grantors and contributors may rely on the determination that you are not a private foundation until 90 days after the end of your advance ruling period. If you submit the required information within the 90 days, grantors and contributors may continue to rely on the advance determination until the Service makes a final determination of your foundation status.

Letter 1045(DO/CG)

COMMUNITY FOOD BANK OF VICTORIA

If notice that you will no longer be treated as a publicly supported organization is published in the Internal Revenue Bulletin, grantors and contributors may not rely on this determination after the date of such publication. In addition, if you lose your status as a publicly supported organization and a grantor or contributor was responsible for, or was aware of, the act or failure to act, that resulted in your loss of such status, that person may not rely on this determination from the date of the act or failure to act. Also, if a grantor or contributor learned that the Service had given notice that you would be removed from classification as a publicly supported organization, then that person may not rely on this determination as of the date such knowledge was acquired.

If your sources of support, or your purposes, character, or method of operation change, please let us know so we can consider the effect of the change on your exempt status and foundation status. In the case of an amendment to your organizational document or bylaws, please send us a copy of the amended document or bylaws. Also, you should inform us of all changes in your name or address.

As of January 1, 1984, you are liable for taxes under the Federal Insurance Contributions Act (social security taxes) on remuneration of \$100 or more you pay to each of your employees during a calendar year. You are not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA).

Organizations that are not private foundations are not subject to the private foundation excise taxes under Chapter 42 of the Code. However, you are not automatically exempt from other Federal excise taxes. If you have any questions about excise, employment, or other Federal taxes, please let us know.

Donors may deduct contributions to you as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

Contribution deductions are allowable to donors only to the extent that their contributions are gifts, with no consideration received. Ticket purchases and similar payments in conjunction with fundraising events may not necessarily qualify as deductible contributions, depending on the circumstances. See Revenue Ruling 67-246, published in Cumulative Bulletin 1967-2, on page 104, which sets forth guidelines regarding the deductibility, as charitable contributions, of payments made by taxpayers for admission to or other participation in fundraising activities for charity.

You are required to file Form 990, Return of Organization Exempt From Income Tax, only if your gross receipts each year are normally more than \$25,000. However, if you receive a Form 990 package in the mail, please file the return even if you do not exceed the gross receipts test. If are not required to file, simply attach the label provided, check the box in the heading

COMMUNITY FOOD BANK OF VICTORIA

to indicate that your annual gross receipts are normally \$25,000 or less, and sign the return.

If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. A penalty of \$10 a day is charged when a return is filed late, unless there is reasonable cause for the delay. However, the maximum penalty charged cannot exceed \$5,000 or 5 percent of your gross receipts for the year, whichever is less. This penalty may also be charged if a return is not complete, so please be sure your return is complete before you file it.

You are not required to file Federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T, Exempt Organization Business Income Tax Return. In this letter we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

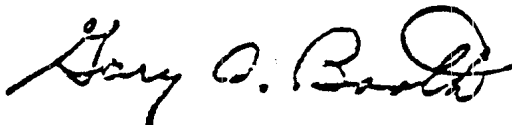
You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, a number will be assigned to you and you will be advised of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

If we have indicated in the heading of this letter that an addendum applies, the addendum enclosed is an integral part of this letter.

Because this letter could help resolve any questions about your exempt status and foundation status, you should keep it in your permanent records.

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,



Gary O. Booth
District Director

Enclosure(s):
Form 872-C

INTERNAL REVENUE SERVICE
DISTRICT DIRECTOR
1000 COMMERCE STREET
DALLAS, TX 75242-0000

DEPARTMENT OF THE TREASURY

Date: MAY 18 1994

COMMUNITY FOOD BANK OF VICTORIA
P O BOX 5085
VICTORIA, TX 77903

Employer Identification Number:
74-2534561
Case Number:
754055062
Contact Person:
SHARI FLOWERS
Contact Telephone Number:
(214) 767-6023
Our Letter Dated:
September 11, 1989
Addendum Applies:
No

RECEIVED MAY 20 1994

Dear Applicant:

ENTERED MAY 20 1994

This modifies our letter of the above date in which we stated that you would be treated as an organization that is not a private foundation until the expiration of your advance ruling period.

Your exempt status under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3) is still in effect. Based on the information you submitted, we have determined that you are not a private foundation within the meaning of section 509(a) of the Code because you are an organization of the type described in section 509(a)(1) and 170(b)(1)(A)(vi).

Grantors and contributors may rely on this determination unless the Internal Revenue Service publishes notice to the contrary. However, if you lose your section 509(a)(1) status, a grantor or contributor may not rely on this determination if he or she was in part responsible for, or was aware of, the act or failure to act, or the substantial or material change on the part of the organization that resulted in your loss of such status, or if he or she acquired knowledge that the Internal Revenue Service had given notice that you would no longer be classified as a section 509(a)(1) organization.

If we have indicated in the heading of this letter that an addendum applies, the addendum enclosed is an integral part of this letter.

Because this letter could help resolve any questions about your private foundation status, please keep it in your permanent records.

If you have any questions, please contact the person whose name and telephone number are shown above.

Sincerely yours,



Bobby E. Scott
District Director

Letter 1050 (60/CG)



COMPTROLLER OF PUBLIC ACCOUNTS
STATE OF TEXAS
AUSTIN, 78774

BOB BULLOCK
Comptroller

June 12, 1990

Ms. Amelia Gonzalez
P.O. Box 5085
Victoria, Texas 77903

Dear Ms. Gonzalez:

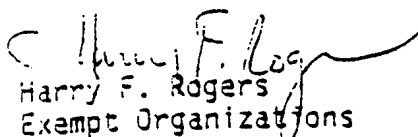
We have determined that Community Food Bank of Victoria, Taxpayer No. 3-01134-1291-7, qualifies for exemption from state franchise tax and state sales tax. In the event that we have reason to believe that it no longer qualifies for the exemptions, we will notify the registered agent that the exempt status is under review. The franchise tax exemption as a 501(c)(3) organization is effective May 18, 1989.

This corporation also qualifies for exemption from the state and local sales taxes effective the date of this letter as a 501(c)(3) organization. It may now issue an exemption certificate in lieu of the sales tax on taxable items if they relate to the purpose of the exempt organization and are not used for the personal benefit of a private stockholder or individual. The certificate does not require a number to be valid and may be reproduced in any quantity.

If the organization changes its name, Registered Agent or address, it is required to notify the Secretary of State.

If we can be of further assistance, please write to us or call toll free from anywhere in the United States at 1-800-252-5555. Our regular number is 512/463-4600.

Sincerely,


Harry F. Rogers
Exempt Organizations

HFR:SM74/bsm:356