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**FLORIDA NON-PROFIT CORPORATION**

Shannon Baptist Church, Inc.

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ARTICLES OF INCORPORATION  
 OF  
 SHANNON BAPTIST CHURCH, INC.  
 (A Corporation Not For Profit)

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ARTICLE I

Name

The name of this corporation is SHANNON BAPTIST CHURCH, INC. (the "Corporation").

ARTICLE II

Business Address

The principal business address of the Corporation is 3040 Gilead Drive, Jacksonville, Florida 32205.

ARTICLE III

Authority

The Corporation is organized pursuant to the Florida Corporations Not for Profit Law set forth in Chapter 617 of the Florida Statutes as a not for profit corporation.

ARTICLE IV

Purpose

This corporation is organized and operated exclusively for religious and charitable purposes, consistent with the requirements for qualification as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law, hereinafter "Code").

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations, including, but

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without limitation thereon, to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal or income therefrom or distribute the same for the above purposes.

Notwithstanding any other provisions herein, the Corporation shall not carry on any activities not permitted to be carried on:

(a) By an organization exempt from federal income tax under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c)(3) of such Code, and/or

(b) By an organization, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code of 1986.

ARTICLE V

Qualification of Members

The membership of this Corporation shall constitute the person hereinafter named as incorporator and such other persons as, from time to time hereafter, may become members, in the manner provided in the Bylaws. The members of this Corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this Corporation. Members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to any assessments.

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ARTICLE VI

Incorporator

The name and address of the incorporator is:

George C. Sullivan  
8203 Lenox Avenue  
Jacksonville, Florida 32221

ARTICLE VII

Officers

Section 1. The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be provided in the Bylaws.

Section 2. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Trustees are:

<u>Office</u>	<u>Name</u>
President	Francis R. Castleberry
Vice President	Roy McDuffie
Secretary	James Dryden

Section 3. The officers shall be elected at the annual meeting of the Board of Trustees or as provided in the Bylaws.

ARTICLE VIII

Board of Trustees

Section 1. The number of Trustees of the Corporation shall be three, which number may be increased or decreased from time to time, by the Bylaws, but shall never be less than three.

Section 2. Members of the Board of Trustees shall be elected and hold office in accordance with the Bylaws.

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Section 3. The names and addresses of the persons who are to serve as Trustees until the first annual meeting of the Corporation, are:

<u>Name</u>	<u>Address</u>
Connie Anderson	2165 Blair Road Jacksonville, Florida 32221
George C. Sullivan	8203 Lenox Avenue Jacksonville, Florida 32221
James Dryden	5021 Lucille Drive Jacksonville, Florida 32254

ARTICLE IX

Bylaws

Section 1. At the initial meeting of the Corporation, the members of this Corporation may adopt such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary, provided the same shall not be inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or the United States.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a 2/3 affirmative vote of those members of the Board of Trustees present at any regular meeting or any special meeting called for that purpose, subject to approval by the members as provided in the initial Bylaws.

ARTICLE X

Amendments

Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a majority vote of those present.

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Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendments.

#### ARTICLE XI

##### Location

The street address of the initial registered office of this Corporation shall be at 8203 Lenox Avenue, Jacksonville, Florida 32221, and the name of the original registered agent at that address shall be George C. Sullivan.

#### ARTICLE XII

##### Tax Exempt Status

No part of the net earnings or property of the Corporation shall inure to the benefit of, or be distributed to, any member, other than a member which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions and furtherance of the purposes set forth in Article II hereof. The Corporation shall not have the power to declare dividends. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any provision of these Articles, the Corporation 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 Internal Revenue Code of 1986, (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 Internal Revenue Law). Notwithstanding anything herein to the contrary, the Corporation shall not take any action or omit to take any action or make any payment which would result in an avoidable tax liability under Internal Revenue Code 1986 Sections 4940 through 4945 (or the corresponding provision of any future United States Internal Revenue Law), or could result in termination of the Corporation's status as a private foundation under Internal Revenue Code of 1986, Section 507, (or the corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE XIII

##### Meetings

Section 1. The annual meeting for the election of members of the Board of Trustees shall be held as may be provided in the Bylaws.

Section 2. The Corporation may provide in its Bylaws for the holding of additional regular meetings and any special meetings, and shall provide notice of all such meetings.

#### ARTICLE XIV

##### Distribution of Assets Upon Dissolution

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, (or the corresponding provision of any future United States Internal Revenue Law), or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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

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organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV

Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 16<sup>th</sup> day of December, 2001, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.

  
George C. Sullivan, Incorporator



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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF  
SHANNON BAPTIST CHURCH, INC.**

Pursuant to Section 617.0501, Florida Business Corporation Act, George C. Sullivan, located at 8203 Lenox Avenue, Jacksonville, Florida 32221, having been named as registered agent to accept service of process upon SHANNON BAPTIST CHURCH, INC., hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties as registered agent, acknowledging hereby that he is familiar with and accepts the obligations of his position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate in Jacksonville, Duval County, Florida on this 10<sup>th</sup> day of December, 2001.

  
George C. Sullivan, Registered Agent

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