

N04000000209

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H03000344940 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : MCGUIRE WOODS LLP
Account Number : 071075000166
Phone : (904)798-3200
Fax Number : (904)798-3207

FILED
04 JAN -5 AM 11:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FLORIDA NON-PROFIT CORPORATION

Unitarian Universalist Church of Jacksonville Founda

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$70.00

PLEASE GIVE ORIGINAL
FILE DATE. Thanks.

D. WHITE JAN - 8 2004

Electronic Filing Menu

Corporate Filing

Public Access Help



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 5, 2004

MCGUIRE WOODS LLP

SUBJECT: UNITARIAN UNIVERSALIST CHURCH OF JACKSONVILLE FOUNDATION, INC.
REF: W04000000168

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

You must list the corporation's principal office and/or a mailing address in the document.

An effective date may be added to the Articles of Incorporation if a 2004 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filings Section

FAX Aud. #: H03000344940
Letter Number: 004A00000226

H03000344940

FILED

04 JAN -5 AM 11:18

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
UNITARIAN UNIVERSALIST CHURCH OF
JACKSONVILLE FOUNDATION, INC.
(A Florida Nonprofit Corporation)**

The undersigned, all a citizen of the United States and resident of the State of Florida, being of full age, acting as incorporator for the purpose of creating a nonprofit corporation under the Laws of the State of Florida, as contained in Chapter 617 of the Florida Statutes, as presently constituted, do hereby set forth:

ARTICLE I

CORPORATE NAME AND ADDRESS

The name of this corporation is: **UNITARIAN UNIVERSALIST CHURCH OF JACKSONVILLE FOUNDATION, INC.** The address is 7405 Arlington Expressway, Jacksonville, Florida 32211.

ARTICLE II

CORPORATE NATURE

This is a nonprofit corporation, organized solely for religious and charitable purposes pursuant to the Florida Corporations Not-For-Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III

DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are to operate for the advancement of the work and ministry of the Unitarian Universalist

H03000344940

H03000344940

Church of Jacksonville, Inc. (the "Church") and for other charitable purposes through contributions, bequests, gifts and any other activities as approved by the Unitarian Universalist Church of Jacksonville, Inc. and by the distribution of funds for such purposes and to establish and create the foundation necessary to perpetuate the functioning of the Church, including without limitation, its plant, programs and ministry, and for insuring the support, enhancement and continuation of the religious and charitable activities of the Church.

Notwithstanding any other provisions of these Articles, the general purposes for which this corporation is formed are to operate exclusively for religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under the Code.

ARTICLE V

MANAGEMENT OF CORPORATE AFFAIRS

(a) **BOARD OF DIRECTORS.** The powers of this corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors. The initial number of voting Directors of the corporation shall be three (3), provided, however, that such number may be changed by a bylaw duly adopted by the members to a number not less than three (3).

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of directors shall be held, as provided in the Bylaws.

H03000344940

H03000344940

Directors elected shall serve for staggered terms of three (3) years each, as provided in the Bylaws, until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held in conjunction with the annual meeting of the Unitarian Universalist Church of Jacksonville, Inc or at such other time and/or place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorized the Directors to so act. Such a statement shall be *prima facie* evidence of such authority.

The names and addresses of such initial voting members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Mary Carter Petersen	131 North 2 nd Avenue Jacksonville Beach, FL 32250

H03000344940

H03000344940

Marvin Berk

1737 Live Oak Lane
Atlantic Beach, FL 32233

Sharon Henderson

806 Ocean Front
Neptune Beach, FL 32266

(b) CORPORATE OFFICERS. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the Bylaws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>
President: Sharon Henderson	806 Ocean Front Neptune Beach, FL 32266
Vice President and Secretary: Mary Carter Petersen	131 North 2 nd Avenue Jacksonville Beach, FL 32250
Treasurer: Marvin Berk	1737 Live Oak Lane Atlantic Beach, FL 32233

ARTICLE VI

EARNINGS & ACTIVITIES OF CORPORATION

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

H03000344940

H03000344940

(b) 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.

(c) Notwithstanding any other 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 1954 (or the corresponding provision of any future United State Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(d) Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII

DISTRIBUTION OF ASSETS

Upon 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, to the Unitarian Universalist Church of Jacksonville, Inc., if it is then in existence, or if it is not then in existence, then to the Unitarian Universalist Association of Congregations, Inc., Boston Massachusetts, if it is then in existence, or if it is not, then in such other manner, or to such other organization or organizations organized and operated exclusively for

H03000344940

H03000344940

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 1954 (or the corresponding provision of any future United State Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

MEMBERSHIP

The corporation shall have one (1) class of members and the membership shall consist of the members of the Unitarian Universalist Church of Jacksonville, Inc. as constituted, from time to time.

ARTICLE IX

INCORPORATOR

The name and address of the incorporator is Sharon Henderson, 806 Ocean Front, Neptune Beach, Florida 32266.

ARTICLE X

AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations-Not-For-Profit law of the State of Florida, concerning corporation action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be

H03000344940

H03000344940

adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefore in the Bylaws.

ARTICLE XI

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious and charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII

The address of the corporation's registered office and mailing address shall be 7405 Arlington Expressway, Jacksonville, Florida 32211 and the name of its registered agent at said address shall be Candace Tschirki.

ARTICLE XIII

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Trustees and presented to a quorum of members for their vote.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31st day of December, 2003.


SHARON HENDERSON

H03000344940

H03000344940

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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

That Unitarian Universalist Church of Jacksonville Foundation, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named Candace Tschirki, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Candace Tschirki hereby agrees to act in this capacity, and Candace Tschirki further agrees to comply with the provisions of all statutes relative to the proper and complete performance of her duties.

DATE: December 31, 2003

Candace Tschirki
CANDACE TSCHIRKI

FILED
04 JAN -5 AM 11:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

H03000344940