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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CS.39

**COVER LETTER**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Sodalitas S. Maria Aegyptiaca, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Karla Crosby Ayer, Esq. Trust Account  
Name (Printed or typed)

P.O. Box 861067  
Address

St. Augustine, Florida 32086  
City, State & Zip

904-794-7305 or 904-814-0469  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION**  
**OF**  
**SODALITAS S. MARIA AEGYPTIACA, INC.**

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06 MAR -8 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, with other persons, being desirous of forming a corporation under the provisions of Chapter 617 of the Florida Statutes, agrees to the following:

**ARTICLE I - NAME**

The name of this corporation is SODALITAS S. MARIA AEGYPTIACA , INC.

**ARTICLE II - NATURE OF BUSINESS**

This corporation is organized exclusively for charitable, scientific, literary or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue law.

**ARTICLE III - MEMBERS**

The corporation shall not have a class of membership.

**ARTICLE IV – TERM OF EXISTANCE**

This corporation is to exist perpetually.

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TALLAHASSEE, FLORIDA

## ARTICLE V – SUBSCRIBER

The name and street address of the incorporator of these Articles is:

Karla Crosby Ayer  
1048 Cheyenne Drive  
St. Augustine, Florida 32086

## ARTICLE VI - OFFICERS

Section 1. The officers of the corporation shall be a President, Vice-President, a Secretary, and a Treasurer.

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

Name	Title
Karla Ann Crosby Ayer	President
Julene Jarnot	Vice-President
Catherine Laura Munson	Secretary / Treasurer

Section 3. The officers shall be those persons who are the elected officers of the Sodalitas S. Maria Aegyptiaca, Inc., or its successor in interest, and shall serve for as long as they hold their respective offices in the Sodalitas S. Maria Aegyptiaca, Inc.

## ARTICLE VII – BOARD OF DIRECTORS

Section 1. The business affairs of the corporation shall be managed by the Board of Directors. This corporation shall have three (3) directors initially, and their number may be increased or decreased by the Board of Directors. The number of directors may never be less than three (3).

Section 2. Members of the Board of Directors shall be those persons who are elected as directors of Sodalitas S. Maria Aegyptiaca, Inc. They shall hold their directorships for as long as they are directors of the Sodalitas S. Maria Aegyptiaca, Inc.

Section 3. The names and address of the persons who are to serve as directors are:

Name	Address
Karla Ann Crosby Ayer	1048 Cheyenne Drive St. Augustine, Florida 32086
Julene Jarnot	1032 Courtney Road, 1 <sup>st</sup> Floor Baltimore, Maryland 21227
Catherine Laura Munson	370 Eli's Way Fort Mill, South Carolina, 29708
Tammy Lynn Elizabeth Bessette	220 Woodbury Street Pawtucket, Rhode Island 02861
Marisa Prasifka	4900 Elizabeth Jane Court Austin, Texas 78730

#### ARTICLE VIII – BY-LAWS

Section 1. The Board of Directors of this corporation may provide such by-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice the by-laws may be amended, altered, or rescinded by a majority of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

#### ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended at a regular or special meeting of the Board of Directors by a 51% vote of those present.

#### ARTICLE X - ADDRESS

The initial street address of the principal office of this corporation shall be 1048 Cheyenne Drive, St. Augustine, Florida 32086. The mailing address of this corporation shall be Sodalitas S. Maria Aegyptiaca, Inc., c/o Karla Crosby Ayer, Esq., Post Office Box 861067, St. Augustine, Florida 32086. Corporate offices may be moved from time to time as decided by the Board of Directors.

#### ARTICLE XI - INDEBTEDNESS

The highest amount of indebtedness or liability to which the corporation may at any time subject itself shall never be greater than 80% of the value of the property of the corporation.

#### ARTICLE XII – ACQUISITION OF PROPERTY

In order to promote the purposes of this corporation, it may acquire property by grant, gift, purchase, devise, or bequest, and hold and dispose of such property as the corporation shall require in a manner not for pecuniary profit, and not inconsistent for a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue or corresponding section(s) of any future Federal Tax Code.

### ARTICLE XIII – ANNUAL MEETING

Section 1. At minimum a meeting of the Board of Directors shall be held annually for the election of officers and members of the Board of Directors and for other business before the Board.

Section 2. The corporation may provide in its by-laws for the holding of additional regular meetings and any special meetings, and shall provide notice of all such meetings.

Section 3. A majority of the members shall constitute a quorum for the holding of any meetings.

### ARTICLE XIV – DISTRIBUTION OF EARNINGS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its 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 set forth in Article Two hereof. Unless the bylaws provide otherwise, the Board of Directors may fix the compensation of directors. No substantial part of the activities of the corporation shall be the 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 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 Section 501(c)(3) of the Internal Revenue Code (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue code, or corresponding section of any future Federal Tax Code.

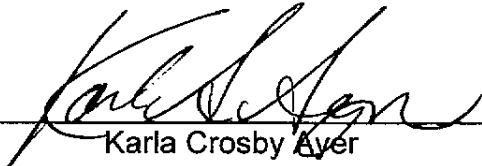
ARTICLE XV – DISSOLUTION

Upon the winding up and dissolution of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XVI – REGISTERED AGENT

The registered agent of this corporation to accept service of process within this state shall be Karla Crosby Ayer at 1048 Cheyenne Drive, St. Augustine, Florida 32086.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3<sup>rd</sup> day of March, 2006.

  
\_\_\_\_\_  
Karla Crosby Ayer

STATE OF FLORIDA    )  
                                  ) SS  
COUNTY OF St. Johns)

The foregoing instrument was acknowledged before me the 3 day of March, 2006 by Karla Crosby Ayer, who ( ) is personally know to me or ( ) has produced \_\_\_\_\_ as identification, and who did take oath.



Notary Seal:



Christina L. Preston  
My Commission DD157853  
Expires October 13, 2006

*Christina L. Preston*

NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

Print Name

Having been named to accept service of process for the above stated corporation, at the place set forth in this certificate, I hereby accept said designation and agree to comply with the provisions of said Act relative to keeping open said office.

*Karla Crosby Ayer*  
Karla Crosby Ayer  
Registered Agent

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