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March 3, 2000

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Secretary of State  
Corporate Records Bureau  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: St. George Episcopal Church  
Charitable Foundation, Inc.

Dear Sir:

Enclosed are original and one copy of Articles of Incorporation for the referenced nonprofit corporation. Please file the original and return a stamped copy to me. Our check for \$70.00 is enclosed to cover the fees.

Thank you very much for your cooperation.

Sincerely yours,  
*Kathleen Holbrook Cold*  
KATHLEEN HOLBROOK COLD

KHC/lh  
Enclosures

FILED  
00 MAR 21 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 10, 2000

KATHLEEN HOLBROOK COLD, ESQ.  
ONE INDEPENDENT DR., STE. 2301  
JACKSONVILLE, FL 32202-5059

SUBJECT: ST. GEORGE EPISCOPAL CHURCH CHARITABLE FOUNDATION,  
INC.  
Ref. Number: W00000006553

We have received your document for ST. GEORGE EPISCOPAL CHURCH CHARITABLE FOUNDATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

The directors and the trustees are considered the same.

If you have any further questions concerning your document, please call (850) 487-6929.

Shannon Thompson  
Document Specialist

Letter Number: 800A00013517

ARTICLES OF INCORPORATION  
OF  
ST. GEORGE EPISCOPAL CHURCH CHARITABLE FOUNDATION, INC.  
(A Florida Nonprofit Corporation)

FILED  
00 MAR 21 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

We, the undersigned, all of whom are citizens of the United States and residents of the State of Florida, being of full age, acting as incorporators for the purposes 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

The name of this corporation is: ST. GEORGE EPISCOPAL CHURCH CHARITABLE FOUNDATION, INC.

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:

(a) for the advancement of religious, charitable and educational purposes by the distribution of its funds for such purposes.

(b) for insuring the support, enhancement and continuation of the religious and charitable activities of St. George Episcopal Church and to support it not only in the internal affairs of the church, but in Christian and charitable activities in the community.

(c) to operate exclusively in any other manner for such religious and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

#### ARTICLE V

##### MANAGEMENT OF CORPORATE AFFAIRS

(a) BOARD OF TRUSTEES. The powers of this corporation shall be exercised, its properties controlled, and its affairs

conducted by a Board of Trustees. The initial number of Trustees of the corporation shall be five (5), provided, however, that such number may be changed by a by-law duly adopted by the members to an uneven number not less than five (5).

The Trustees named herein as the first Board of Trustees shall hold office until the first meeting of members at which time an election of trustees shall be held, as provided in the By-Laws.

The Rector of St. George Episcopal church shall automatically be a Trustee and shall serve as Chairman of the Board of Trustees.

Trustees elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Trustees and until the qualification of the successors in office. Annual meetings shall be held in conjunction with the annual meeting of St. George Episcopal Church or at such other time and/or place or places as the Board of Trustees may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Trustees 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 Trustees. 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 Trustees without a meeting, and that the Articles of Incorporation and the By-laws of this corporation authorized the Trustees to so act. Such a statement shall be prima facie evidence of such authority.

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

<u>Name</u>	<u>Address</u>
The Rev. Dr. Raymond E. Daly, III	504 Ponte Vedra Boulevard Ponte Vedra Beach, FL 32082
The Rev. Kammy B. Young	10560 Fort George Road Fort George Island, FL 32226
Ronald M. Owens	10158 Windward Way, North Jacksonville, FL 32256
Jack R. Sumner	4694 Careton Dunes Fernandina Beach, FL 32034
Homer Bliss	15475 North Cape Drive Jacksonville, FL 32226

(b) CORPORATE OFFICERS. The Board of Trustees shall elect the following officers: President, Secretary and Treasurer, and such other officers as the by-laws of this corporation may authorize the Trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board

of Trustees. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>
President: Ronald M. Owens	10158 Windward Way, North Jacksonville, FL 32256
Secretary: Jack R. Sumner	4694 Careton Dunes Fernandina Beach, FL 32034
Treasurer: The Rev. Dr. Raymond E. Daly, III	504 Ponte Vedra Boulevard Ponte Vedra Beach, FL 32082

#### 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.

(b) 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.

(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 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 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 Trustees 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 in such manner, or to such organization or organizations organized and operated exclusively for 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 States Internal Revenue Law), as the Board of Trustees 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 Rector, Wardens and Vestry of St. George Episcopal Church as constituted, from time to time.

#### ARTICLE IX

##### INCORPORATOR

The name and address of the incorporator is The Rev. Dr. Raymond E. Daly, III, 504 Ponte Vedra Boulevard, Ponte Vedra Beach, Florida 32082.

#### ARTICLE X

##### AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-laws, and any limitations set forth in the Corporations Not For Profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-laws

of this corporation may be made, altered, rescinded, added to, or new By-laws may be adopted, either by a resolution of the Board of Trustees, or by following the procedure set forth therefor in the By-laws.

#### 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

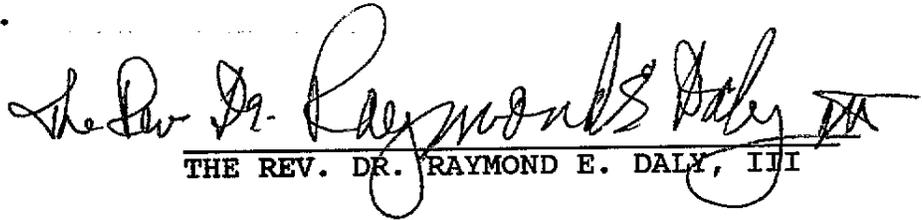
The address of the corporation's registered office and mailing address shall be 10560 Fort George Road, Fort George Island, Florida 32226 and the name of its registered agent at said address shall be The Rev. Kammy B. Young.

#### 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 15 day of  
February, 2000.

  
THE REV. DR. RAYMOND E. DALY, III

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 St. George Episcopal Church Charitable 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 Fort George Island, State of Florida, has named The Rev. Kammy B. Young, as its agent to accept service of process within Florida.

*The Rev. Kammy B. Young*  
\_\_\_\_\_  
THE REV. KAMMY B. YOUNG

Date: 15 February 2000

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

FILED  
00 MAR 21 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA