

SEP-10-01

02:09

FROM AKERMAN, SENTERFITT

904 798-3700

T-717

P.001/006

F-414

N01000006436

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

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.

((H01000097942 6)))

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 : AKERMAN, SENTERFITT OF JACKSONVILLE
Account Number : 105543000740
Phone : (904)798-3700
Fax Number : (904)798-3730

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 SEP 10 AM 8:43

FLORIDA NON-PROFIT CORPORATION

Cathedral Square-THC, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

H01000097942

ARTICLES OF INCORPORATION
OF
CATHEDRAL SQUARE - THC, INC.

ARTICLE 1

NAME

The name of this corporation is: CATHEDRAL SQUARE - THC, INC. (the "Corporation").

ARTICLE 2

PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office and mailing address of this Corporation is 8159 Arlington Expressway, Suite 28, Jacksonville, Florida 32211.

ARTICLE 3

DURATION

The existence of this Corporation shall commence on the date of filing with the Division of Corporations, State of Florida, and the term of duration of the Corporation shall be perpetual.

ARTICLE 4

PURPOSES LIMITATIONS AND DISSOLUTION

Section 4.1 Purposes. The Corporation is a not for profit Corporation organized and shall be operated exclusively for the purpose of holding title to property, collecting income therefrom and turning over the entire amount thereof, less expenses, to Southeast Province of the Charismatic Episcopal Church, Inc., a Florida not-for-profit corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provision of any future United States Internal Revenue Law (the "Code") or to such other organization or organizations as shall be exempt from federal income taxation under Section 501(c)(3) of the Code.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 SEP 10 AM 8:43

H01000097942

Section 4.2 Limitations. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(2) of the Code.

Section 4.3 Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall distribute the assets of the Corporation in accordance with applicable law, and to the extent not consistent therewith shall, after paying or making adequate provision for the payment of the liabilities and obligations of the Corporation, and after the return, transfer, or conveyance of assets which are held by the Corporation under a condition requiring their return, transfer or conveyance by reason of dissolution, shall distribute all of the assets of the Corporation to Southeast Province of the Charismatic Episcopal Church, Inc., or to such other organization or organizations organized and operated for charitable, educational or religious purposes as the Board of Directors shall determine; provided, however, that any organizations, other than a governmental body or agency, to which assets are distributed pursuant to this paragraph shall, at the time, qualify as an organization exempt from federal income taxation under Section 501(c)(3) of the Code.

ARTICLE 5

POWERS

Subject to the restrictions and limitations set forth in Article 4, the Corporation shall have and may exercise all powers, rights and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida.

ARTICLE 6

MEMBERSHIP

Section 6.1 Non-stock Basis. The Corporation is organized upon a non-stock basis and shall not issue shares of stock. Membership may but need not be evidenced by a certificate of membership.

Section 6.2 Member. The Corporation shall have one member, which shall be Southeast Province of the Charismatic Episcopal Church, Inc.

ARTICLE 7

BOARD OF DIRECTORS

Section 7.1 Board of Directors. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the board of directors, except as otherwise provided by law or in these Articles or the Bylaws of the Corporation.

H01000097942

H01000097942

Section 7.2 Number and Election. The number of directors constituting the initial Board of Directors is five (5). The number of directors may be increased from time to time in accordance with the bylaws, but shall never be less than five (5). The directors, including any ex officio directors who may be provided for in the bylaws of the Corporation, shall be elected or appointed in such manner and to serve for such terms as shall be provided in the bylaws of the Corporation.

Election 7.3 Directors. The name and address of each person who is to serve as a director until his or her death, resignation or removal, or the election or appointment and qualification of his or her successor, is as follows:

<u>Name</u>	<u>Address</u>
Dale F. Howard	4619 Monument Point Circle Jacksonville, Florida 32225
M. Curt Geisler	1290 Deep Lagoon Place East Jacksonville, Florida 32246
James R. Nicholas	576 Valley Forge Road North Neptune Beach, Florida 32266
David Paysinger	11841 Hidden Hills Drive Jacksonville, Florida 32225
Marshall Gunn	4414 Catheys Club Lane Jacksonville, Florida 32224
Charles T. Travis	1152 Oakridge Drive South Jacksonville, Florida 32225

ARTICLE 8

INDEMNIFICATION

Subject to the bylaws, and the board of directors is hereby specifically authorized to make provisions for indemnification of trustees, officers, employees and agents to the full extent permitted by law.

H01000097942

H01000097942

ARTICLE 9

BYLAWS

Bylaws, not inconsistent with law or these Articles, for the administration of the affairs of the Corporation and the exercise of its corporate powers, shall be adopted and may be changed, amended and repealed by the sole member.

ARTICLE 10

AMENDMENTS

These Articles of Incorporation may be amended only by the sole member of the Corporation.


ARTICLE 11

INCORPORATOR

The name and post office address of the Incorporator of the Corporation is:

Stephen G. Prom, Esquire
Akerman, Senterfitt & Eidson, P.A.
50 N. Laura Street, Suite 2500
Jacksonville, Florida 32201-4548

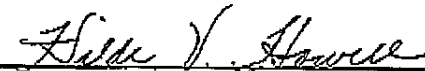
IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation this 10th day of September, 2001.


STEPHEN G. PROM

STATE OF FLORIDA)

COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 10th day of September, 2001, by Stephen G. Prom who is ☒ personally known to me, or who ☐ has produced _____ as identification.


Notary Public, State of Florida at Large
My Commission Expires: _____



H01000097942

H01000097942

CERTIFICATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That CATHEDRAL SQUARE - THC, INC. hereby designates Stephen G. Prom, Esquire, as its registered agent to accept service of process within the State of Florida, and the street address of its registered office shall be 50 N. Laura Street, Suite 2500, Jacksonville, Florida 32202.

September 10, 2001

Date

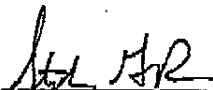

STEPHEN G. PROM, Incorporator

ACCEPTANCE

Having been named to accept service of process from the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Florida Statutes relative to keeping open said office.

September 10, 2001

Date


STEPHEN G. PROM, Registered Agent

JA029671.WPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 SEP 10 AM 8:43