

NO1000007217

Akerman Senterfitt

Martha Parramore ext. 8110

Requester's Name

301 S. Bronough St., Ste 200

Address

Tallahassee, FL 32302

222-3471

City/State/Zip

Phone #

Please call when ready. Thanks

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TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Cathedral Services, Inc.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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DIVISION OF CORPORATION

☒ Walk in

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☐ Will wait

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☐ Certificate of Status

NEW FILINGS

- ☐ Profit  
☒ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

AMENDMENTS

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

OTHER FILINGS

- ☐ Annual Report  
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

J. BRYAN OCT 10 2001

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
CATHEDRAL SERVICES, INC.  
a Florida not-for-profit Corporation**

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**ARTICLE 1  
NAME**

The name of the Corporation is **CATHEDRAL SERVICES, INC.** (the "Corporation").

**ARTICLE 2  
PRINCIPAL OFFICE AND MAILING ADDRESS**

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

**ARTICLE 3  
DURATION**

The term of duration of the Corporation shall be perpetual.

**ARTICLE 4  
PURPOSES, LIMITATIONS AND DISSOLUTIONS**

**Section 4.1 Purposes.** The Corporation is organized and shall be operated exclusively for charitable, educational, religious and scientific purposes, and not for pecuniary profit, and to the extent consistent with such purposes, to confer benefits on and support, including the making of distributions to Southeast Province of the Charismatic Episcopal Church, Inc., or to such other organization or organizations that qualify as organizations 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 provisions of any future United States Internal Revenue law (the "Code").

**Section 4.2 Limitations.** No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, 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 Section 4.1 of this Article. 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 any organization exempt from federal income taxation under Section 501(c)(3) of the Code; or (b) by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

**Section 4.2 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 inconsistent 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 exclusively for the purposes of the Corporation, to Southeast Province of the Charismatic Episcopal Church, Inc., or to such other organization or organizations organized for charitable, educational, religious or scientific purposes and having its or their principal place of business in Duval County, Florida, as the Board of Directors shall determine; provided, however, that any organizations to which assets are distributed pursuant to this paragraph shall, at the time, qualify as organizations 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, including but not limited to the power, right and authority to elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation; to make contracts and incur liabilities; to borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income; to conduct its affairs, carry on its operations and have offices and exercise its powers in any state, territory, district or possession of the United States or any foreign country; to purchase, take, receive, lease, take by gift, devise, or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated; to acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein; to sell, convey, mortgage, grant security interests in, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets; to purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality, or of any instrumentality thereof; to lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; to make donations for the public welfare or for charitable, educational, religious and scientific or other similar purposes; and to exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized, including the power to make guaranties when deemed by the Board of Directors to be in furtherance of such purpose or purposes.

**ARTICLE 6**  
**MEMBERSHIP**

**Section 6.1 Nonstock Basis.** The Corporation is organized upon a nonstock basis and shall not issue shares of stock. Membership may be evidenced by a certificate of membership.

**Section 6.2 Members.** The members of the Corporation shall be those persons who from time to time shall constitute the Board of Directors of the Corporation.

**Section 6.3 No Voting Rights.** Members of the Corporation, as such, shall have no voting rights.

**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 Corporation.

**Section 7.2 Number and Election.** The number of directors constituting the initial Board of Directors of the Corporation is five (5). The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The directors shall be appointed by the Archbishop of the Southeast Province of the Charismatic Episcopal Church, Inc. to serve for such terms as shall be provided in the Bylaws of the Corporation.

**Section 7.3 Directors.** The name and address of each person who is to serve as director from the effective date of these Articles of Incorporation and until his or her death, resignation or removal, or the election or appointment and qualification of his or her successor are as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
Dale F. Howard	4619 Monument Point Circle Jacksonville, Florida 32225
Charles T. Travis	1152 Oakridge Drive South Jacksonville, Florida 32225
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

**ARTICLE 8**  
**INDEMNIFICATION**

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

**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 or repealed only by the Members of the Corporation.

**ARTICLE 10**  
**AMENDMENTS**

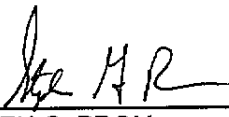
These Articles of Incorporation may be amended only by the Members of the Corporation.

**ARTICLE 11**  
**INCORPORATOR**

The name and address of the incorporator of the Corporation is:

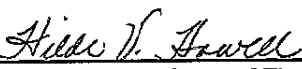
Stephen G. Prom, Esquire  
Akerman, Senterfitt & Eidson, P.A.  
50 N. Laura Street, Suite 2500  
Jacksonville, Florida 32202

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation this 22 day of October, 2001.

  
\_\_\_\_\_  
STEPHEN G. PROM

STATE OF FLORIDA            )  
  
COUNTY OF DUVAL         )

The foregoing instrument was acknowledged before me this 22 day of October, 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: \_\_\_\_\_

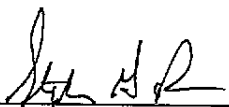


CERTIFICATE NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

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

That CATHEDRAL SERVICES, 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.

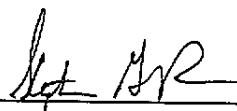
October 24, 2001  
Date

  
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.

October 24, 2001  
Date

  
STEPHEN G. PROM, Registered Agent

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01 OCT 10 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA