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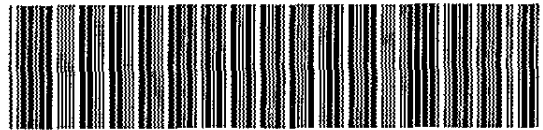
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02 OCT 24 AM 8:53
SECURITY DIVISION
TALLAHASSEE, FLORIDA



*Brian P. Deeb
**C. Scott Brainard
Theresa A. Deeb

**Also Admitted in North Carolina*
***Board Certified - Real Estate Law*

October 23, 2002

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Interfaith Community Services, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation to be filed. We enclose our check in the amount of \$78.75 to cover cost of filing. Please return a copy of the filed articles to our office. Thank you.

Sincerely,



Brenda Nesbitt, CLAS

/bfn
Enclosures

**ARTICLES OF INCORPORATION
OF
INTERFAITH COMMUNITY SERVICES, INC.**

FILED
02 OCT 24 AM 8: 53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators by these Articles do hereby associate themselves for the purpose of forming a corporation not for profit pursuant to Chapter 617, Florida Statutes (the "Act"), and hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is INTERFAITH COMMUNITY SERVICES, INC. For convenience, the corporation shall be referred to in this instrument as the "Corporation", these Articles of Incorporation as the "Articles", and the Bylaws of the Corporation as the "Bylaws".

ARTICLE II

PURPOSE: NON-PROFIT STATUS

The Corporation is organized as a non-stock, not for profit corporation exclusively for educational, religious and charitable purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law (the "IRC"). The Corporation may engage in any lawful activity in furtherance of these purposes, including soliciting and receiving contributions, grants, gifts, devises and transfers of real and personal property, either outright or in trust, from whatever sources and whether unrestricted or for designated purposes, which contributions will be used to carry out the purposes of the Corporation as permitted herein, so long as all of such activities are permitted for organizations who are deemed exempt from taxation pursuant to Section 501(c)(3) of the IRC. No part of the net earnings of the Corporation shall be distributed to or otherwise inure to the benefit of its members, officers, directors or other persons; provided, however, that the Corporation shall be permitted to pay reasonable compensation for services rendered by persons who serve as officers, directors or other agents of the Corporation. 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 engage in or otherwise intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements, except as may be expressly authorized by the Internal Revenue Code. Notwithstanding any other provision of these Articles, the Corporation shall not engage in any activities not permitted by an organization exempt from taxation pursuant to Section 501(c)(3) of the IRC, or to a corporation, the contributions to which are deductible under Section 170(c)(2) of the IRC.

ARTICLE III

POWERS

The powers of the Corporation shall include and be governed by the following:

3.01 **General**. The Corporation shall have all of the common law and statutory powers of a corporation not for profit under the laws of the State of Florida that are not in conflict with the provisions of these Articles.

3.02 **Enumeration**. The Corporation shall have all the powers and duties set forth in the Act and all of the powers and duties not inconsistent with the Act reasonably necessary to operate the Corporation's mission, including, but not limited to, the following:

(a) To make and collect assessments and other charges against members, and to use the proceeds thereof in the exercise of its powers and duties.

(b) To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Corporation and its mission.

(c) To maintain, repair, replace, reconstruct, add to, and operate the property acquired or leased by the Corporation for use by its members and others through them.

(d) To purchase insurance for the protection of the Corporation, its officers, directors, and members, and such other parties as the Corporation may determine in the best interest of the Corporation.

(e) To enforce by legal means the provisions of the Act, these Articles, and the Bylaws.

(f) To employ personnel to perform the services required for proper operation of the Corporation and its mission.

(g) To enter into agreements with other parties for easements or sharing arrangements or facilities as the Board of Directors may deem in the best interests of the Corporation.

3.03 **Assets of the Corporation**. All funds and the titles of all properties acquired by the Corporation and their proceeds shall be for the benefit and use of the members in accordance with the provisions of these Articles and the Bylaws.

ARTICLE IV

MEMBERS

4.01 **Membership**. The initial members of the Corporation shall consist of all the following organizations:

CALVARY EPISCOPAL CHURCH

ST. JEROME CATHOLIC CHURCH

ST. DUNSTAN'S EPISCOPAL CHURCH, INC.

ST. PATRICK CATHOLIC CHURCH

PRINCE OF PEACE EVANGELICAL LUTHERAN CHURCH
OF PINELLAS COUNTY, FLORIDA, INC.

Other members may be admitted upon the affirmative vote of a majority of all the members. Any member may withdraw from the Corporation upon reasonable notice to the other members.

4.02 Assignment. Members may not assign, pledge, hypothecate or otherwise convey all or any part of their membership rights or responsibilities without the prior written consent of all other members of the Corporation.

4.03 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one (1) vote for each member, which vote shall be exercised or cast in the manner provided by the Bylaws.

4.04 Meetings. The Bylaws shall provide for an annual meeting of members, and make provision for regular and special meetings of members other than the annual meeting.

4.05 Class of Members. There shall only be one class of members in the Corporation.

ARTICLE V

TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI

INCORPORATORS

The names and addresses of the Incorporators subscribing to these Articles are as follows:

CALVARY EPISCOPAL CHURCH
1615 FIRST STREET
INDIAN ROCKS BEACH, FL 33785

ST. JEROME CATHOLIC CHURCH
10895 HAMLIN BOULEVARD
LARGO, FL 33774

ST. DUNSTAN'S EPISCOPAL CHURCH, INC.
10888 126TH AVENUE NORTH
LARGO, FL 33778

ST. PATRICK CATHOLIC CHURCH
1507 TROTTER ROAD SW
LARGO, FL 33770

PRINCE OF PEACE EVANGELICAL LUTHERAN CHURCH
OF PINELLAS COUNTY, FLORIDA, INC.
455 MISSOURI AVENUE
LARGO, FL 33770

ARTICLE VII

OFFICERS

The affairs of the Corporation shall be administered by the officers as designated in the Bylaws. The officers shall be elected by the Board of Directors of the Corporation at its first meeting following the annual meeting of the members of the Corporation, and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The names and addresses of the initial officers who shall serve until their successors are designated by the Board of Directors are as follows:

OFFICE	NAME	ADDRESS
Chairperson	Charles Finegan	322 Belle Isle Avenue Belleair Beach, FL 33786
Vice Chairperson	Bruce Fehl	1857 Redcoat Lane Clearwater, FL 33771
Secretary/ Treasurer	Cheryl Smith	1722 Currie Lane, #C-1 Largo, FL 33774

ARTICLE VIII

DIRECTORS

8.01 Number and Qualification. The property, business and affairs of the Corporation shall be managed by a Board of Directors consisting of the number which is two times the number of members. At no time shall the number of directors be less than three.

8.02 Duties and Powers. All of the duties and powers of the Corporation existing under the Act, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by members when that approval is specifically required.

8.03 Appointment; Removal. Each member shall have the right to appoint two (2) persons to serve on the Board of Directors. Directors appointed by a particular member may be removed at any time by that member, with or without cause, and vacancies on the Board of Directors due to such removal, shall be filled only by that member.

8.04 Terms of Directors. Except for the first directors of the Corporation, all directors of the Corporation shall serve for terms of two (2) years each. The first directors shall be appointed as follows:

(a) One (1) of the directors appointed by each member shall be appointed for a term of two (2) years.

(b) One (1) of the directors appointed by each member shall be appointed for a term of one (1) year.

8.05 First Directors. The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are appointed, and the length of their terms, are as follows:

Two-Year Terms

NAME	ADDRESS
Charles Pond	2035 20 th Avenue Parkway Indian Rocks Beach, FL 33785
The Reverend Bruce Fehl	1857 Redcoat Lane Clearwater, FL 33771
Joyce Maddux	93 Royal Palm Drive Largo, FL 33778
David Ruppel	14001 Kensington Oak Lane Largo, FL 33774
Charles Finegan	322 Belle Isle Avenue Belleair Beach, FL 33786

One-Year Terms

NAME	ADDRESS
Cheryl Smith	11722 Currie Lane, #C-1 Largo, FL 33774
Judy Plotter	304 Mindy Drive Largo, FL 33771
Pauline Monize	626 Queen Palm Drive Largo, FL 33778

Tony Vallin

13531 Twig Terrace
Largo, FL 33774

Kathy Baldwin

7227 Savoy Court
Seminole, FL 33776

ARTICLE IX

INDEMNIFICATION

9.01 Indemnity. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorneys' fees and appellate attorneys' fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Corporation; and, with respect to any criminal action or proceeding, he had not reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, or itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the Corporation; and with respect to any criminal action or proceeding, he had no reasonable cause to believe that his conduct was unlawful.

9.02 Expenses. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 9.01 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

9.03 Approval. Any indemnification under Section 9.01 above (unless ordered by the court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 9.01 above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties of such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by a majority of the members.

9.04 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of

an undertaking by or on behalf of the directors, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this article.

9.05 Miscellaneous. The indemnification provided by this article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or otherwise, both as to action in his official capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefits of the heirs, executors and administrators of such a person.

9.06 Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this article.

ARTICLE X

BYLAWS

The first Bylaws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the directors and members in the manner provided by the Bylaws.

ARTICLE XI

AMENDMENTS

Amendments to these articles shall be proposed and adopted in the following manner:

11.01 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

11.02 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than one-third (1/3) of the members of the Corporation. The approval of a proposed amendment must be by the affirmative vote of not less than a majority of all the members.

11.03 Limitation. No amendment shall make any changes in the qualifications for membership nor in the voting rights, without approval in writing by all the members of the Corporation.

11.04 Filing. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes.

ARTICLE XII

DISSOLUTION

The Corporation may be dissolved by the affirmative vote of at least seventy five (75%) percent of the members. In the event of dissolution, the Board of Directors shall make provision for payment of all indebtedness and liabilities of the Corporation, and shall thereafter distribute, in any portion or portions considered prudent, all of the assets of the Corporation to a recipient to be determined by the Board of Directors of the Corporation at the time of the dissolution. If, at the time of dissolution, the Corporation maintains any particular personal property asset, such as furniture or equipment, at a facility owned by a member of the Corporation, the Board of Directors shall distribute such personal property to the respective member at whose facility such personal property is maintained. If any such beneficiary is not in existence at the time of dissolution, or any such beneficiary declines to accept such portion as is offered by the Corporation, then the Corporation shall distribute that portion of its assets to such other organizations that may be organized and operated exclusively for educational, religious or charitable purposes under Sections 501(c)(3) and 170(c)(2) of the IRC, as the Board of Directors shall determine. Any assets not so distributed shall be distributed by a court of competent jurisdiction of Pinellas County, Florida, exclusively for such purposes or to such organization(s) under Sections 501(c)(3) and 170(c)(2) of the IRC as such court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XIII

ADDRESS

The principle place of business of the Corporation shall be located at 1615 First Street, Indian Rocks Beach, FL 33785, but the Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE XIV

INITIAL REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of this corporation shall be located at 5999 Central Avenue, Suite 202, St. Petersburg, FL 33710, and the initial registered agent of the corporation at that address is D & B CORPORATE SERVICES, INC.

IN WITNESS WHEREOF, the subscribers have affixed their signatures this 14th day of September, 2002.

[Signatures on following page]

CALVARY EPISCOPAL CHURCH, a Florida
nonprofit corporation

By: *Robert A. Wagenseil, Jr.*
Print name: ROBERT A. WAGENSEIL, JR.
As its: RECTOR

ST. JEROME CATHOLIC CHURCH

By: *Rev. Brendan Muldoon*
Print name: REV. BRENDAN MULDOON
As its: PASTOR

ST. DUNSTAN'S EPISCOPAL CHURCH, INC., a
Florida nonprofit corporation

By: *A. Edmund Sellers*
Print name: A. EDWARD SELLERS
As its: RECTOR

ST. PATRICK CATHOLIC CHURCH

By: *Arthur J. Proulx*
Print name: Arthur J. Proulx
As its: Pastor

PRINCE OF PEACE EVANGELICAL LUTHERAN
CHURCH OF PINELLAS COUNTY, FLORIDA,
INC., a Florida nonprofit corporation

By: *Michael J. Glynn*
Print name: Michael J. Glynn
As its: Pastor

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THAT CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF THE DUTIES OF SUCH OFFICE.

D&B CORPORATE SERVICES, INC., a Florida
corporation

By: *C. Scott Brainard*
C. SCOTT BRAINARD, Vice President