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ratio FOLEY LARDNER

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## FLORIDA NON-PROFIT CORPORATION

LAKE ASBURY MINISTRIES AND BENEVOLENCES, INC.

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**ARTICLES OF INCORPORATION  
OF  
LAKE ASBURY MINISTRIES AND BENEVOLENCES, INC.  
(a Florida Nonprofit Corporation)**

The undersigned, for the purpose of forming a corporation not for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

**Section 1.1 Name.** The name of the Corporation is Lake Asbury Ministries and Benevolences, Inc. (the "Corporation").

**Section 1.2 Address of Principal Office.** The address of the principal office of the Corporation is c/o James W. Cater, Jr., 4250 Lakeside Drive, Suite 212, Jacksonville, Florida 32210.

**Section 1.3 Mailing Address.** The mailing address of the Corporation is c/o James W. Cater, Jr., 4250 Lakeside Drive, Suite 212, Jacksonville, Florida 32210.

**ARTICLE II  
PURPOSES**

**Section 2.1 Purposes.** The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, 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 of 1986, as amended, or the corresponding section of any future federal tax code. Specifically, the Corporation is organized for the purpose to act as a non-profit extension affiliate ministry of the Northeast Florida District of the United Methodist Church, which will initiate and coordinate a variety of holistic ministries with elderly adults and children throughout the state of Florida. The Corporation will oversee (i) subsidized retirement housing and support for lower-income older adults, (ii) market rate retirement housing and services for middle and upper-income older adults, (iii) neighborhood services for older adults, such as Meals on Wheels, home health care and home repair and (iv) private (Methodist) Christian elementary and high schools.

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable purposes, and to engage in any lawful act or activity for which Corporations may be organized under the Florida Not For Profit Corporation Act.

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**ARTICLE III**  
**BOARD OF DIRECTORS**

**Section 3.1 Election.** Directors shall be elected in the manner set forth in the Bylaws of the Corporation.

**Section 3.2 Number.** This Corporation shall have five (5) Directors initially. The number of Directors may be increased or reduced from time to time, as provided in the Bylaws of the Corporation; however, the Corporation shall at all times have at least three (3) Directors.

**Section 3.3 Names and Addresses of First Members of the Board of Directors.** The names and addresses of the persons who are to serve as the initial Directors of the Corporation until the election or appointment of their successors are as follows:

James. W. Cater, Jr.  
4250 Lakeside Drive  
Suite 212  
Jacksonville, Florida 32210

William C. Mason  
4250 Lakeside Drive  
Suite 212  
Jacksonville, Florida 32210

Richard W. Neal  
4250 Lakeside Drive  
Suite 212  
Jacksonville, Florida 32210

JP Morgan  
4250 Lakeside Drive  
Suite 212  
Jacksonville, Florida 32210

Candace Lewis  
4250 Lakeside Drive  
Suite 212  
Jacksonville, Florida 32210

**Section 3.4 Executive Committee.** The Board of Directors may, pursuant to a resolution adopted by a majority of all of the members of the Board, designate two (2) or more of its members to constitute an executive committee, which, to the extent provided in such resolution, may exercise the powers of the Board of Directors.

**ARTICLE IV**  
**LIMITATIONS**

**Section 4.1 Limitations on Actions.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director, officer or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to confer benefits on its members in conformity with the purposes set forth in Section 2.1 of these Articles. 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

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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 under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (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 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE V DISSOLUTION

**Section 5.1 Dissolution.** Upon the dissolution of the Corporation, assets shall be distributed to 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, or shall be distributed to the federal government or to a local or state government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

**Section 6.1 Name and Address.** The street address of the initial registered office of this Corporation is 200 Laura Street, Jacksonville, Florida 32202, and the name of the initial registered agent of this Corporation at that address is F&L Corp.

#### ARTICLE VII INCORPORATOR

**Section 7.1 Name and Address.** The name and street address of the incorporator of the Corporation are as follows:

Charles V. Hedrick  
200 Laura Street  
Jacksonville, Florida 32202

#### ARTICLE VIII LIMITATION OF LIABILITY

**Section 8.1 Limitation of Liability.** To the fullest extent permitted by the Florida Not For Profit Corporation Act, as now in effect or as may be hereafter amended, no director of the Corporation shall be personally liable for monetary damages for breach of duty of care or other duty as a director in any proceeding in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been a director of the Corporation, except for liability (i) for any appropriation, in violation of his or her duties, of any

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business opportunity of the Corporation; (ii) for any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the director derives an improper personal benefit. Relief from liability shall not apply in any instance where such relief is inconsistent with any provision of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

#### ARTICLE IX INDEMNIFICATION

**Section 9.1 Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

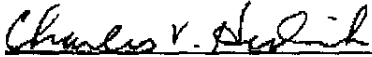
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IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation for the purposes therein set forth, all as of the 3rd day of May, 2004.

  
Charles V. Hedrick, Incorporator

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### ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in the above Articles of Incorporation, F&L Corp. agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties. It is familiar with and accepts the obligations of a registered agent.

F&L CORP.

By:

Charles V. Hedrick

Charles V. Hedrick, Authorized Signatory

Date: May 3, 2004

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