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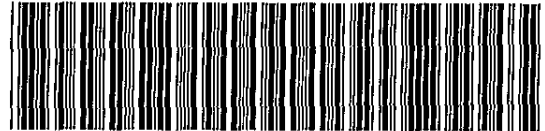
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## CAPITAL CONNECTION, INC.

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Halfacre Memorial Foundation, Inc.

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- ☒ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
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**ARTICLES OF INCORPORATION**  
**of**  
**Halfacre Memorial Foundation, Inc.**

We the undersigned natural persons competent to contract, for the purpose of forming a not-for-profit corporation under Chapter 617, Florida Statutes, the Not-for-Profit Corporation Law of the State of Florida, do hereby make, subscribe, acknowledge and file these Articles of Incorporation for **Halfacre Memorial Foundation, Inc.** a non-profit Florida corporation; and we respectfully request the Secretary of State to approve this incorporation under the following proposed Articles of Incorporation

**ARTICLE I.**

Name.

The name of the proposed corporation (hereinafter called "the Corporation") is **Halfacre Memorial Foundation, Inc.**

**ARTICLE II.**

Duration.

The Corporation shall have perpetual existence.

**ARTICLE III.**

Purposes.

(a) To establish and operate under Internal Revenue Code 501(c)(3) an organization for the purpose of educating youths in the discipline, study and performance of skilled athletic competition and thereby educate and advance such junior players in the social skills of sportsmanlike competition, interactive unity and the overall development of athletic achievement and participation. Further to provide underprivileged children with the opportunity and exposure to the game of golf to which they may not otherwise participate and work with local charities to provide underprivileged children with opportunities to participate in group athletic events.

(b) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, testing for public safety, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

(c) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution 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 participate in or intervene in

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(including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(d) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

(f) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

(g) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

(h) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

(i) Notwithstanding any other provision of this certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

(j) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

#### **ARTICLES IV.**

##### **Members.**

The corporation shall be controlled by one class of members which shall be comprised initially of the original incorporators of the corporation. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote. The members of this corporation may elect such other persons to become members by a two-thirds vote of the existing membership.

#### **ARTICLE V.**

##### **Initial Board.**

The names and addresses of the initial directors until the first member meeting of the Corporation are:

|                              |   |                                                       |
|------------------------------|---|-------------------------------------------------------|
| <b>Alfred E. Halfacre</b>    | - | 11034 Peppermill Lane, Jacksonville, Florida 32257    |
| <b>Willie Alexander, Jr.</b> | - | 12698 Sampson Road, Jacksonville, FL 32224            |
| <b>Frank R. Keasler, Jr.</b> | - | 4309 Pablo Oaks Court, Ste. 5, Jacksonville, FL 32224 |

The method of election of directors is as stated in the corporation's bylaws.

## **ARTICLE VI.**

### **Amendments.**

The bylaws and any amendment to the Articles of Incorporation are to be proposed in writing and adopted, altered, or rescinded only by a two third (2/3) majority of the Board of Directors at any special, regular or annual meeting of the Board of Directors, but only as not inconsistent with the specific and charitable provisions of these Articles.

## **ARTICLE VII.**

### **Dissolution.**

In the event of the voluntary or involuntary liquidation or dissolution of this corporation, all of its assets and properties (both tangible and intangible, owned by the Corporation or received from any source whatsoever) shall be distributed and paid over to one or more organizations which themselves are exempt from Federal Tax under Section 501(c)(3) of the Internal Revenue Code and the lawful regulations thereof, as they are now existing or may hereafter be amended, changed, modified, or supplemented.

## **ARTICLE VIII.**

### **Enabling Provisions.**

To promote the Corporate purposes set forth in Article III hereof, the Corporation is empowered:

**Section 1.** To purchase or otherwise acquire, lease, assign, mortgage, pledge or otherwise dispose of and trade names, trademarks, concessions inventions, formula improvements, processes of any nature whatsoever, copyrights, and letters patent of the United States and of foreign countries, and to accept and grant licenses thereunder.

**Section 2.** To subscribe or cause to be subscribed to and to purchase or otherwise acquire, hold for investment, sell, assign, transfer, mortgage, pledge, exchange, distribute, or otherwise dispose of the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, notes and other evidences of indebtedness of any corporation, stock company or association, now or hereafter existing, and whether created by or under the laws of the State of Florida, and while owner of any of said shares of capital stock or bonds of other property to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with the power to designate through the Board of Directors such person for the purpose from time to time to exercise such right, to the same extent as natural persons.

**Section 3.** To borrow or solicit money for furtherance of the corporate purposes.

**Section 4.** To accept any gift, conveyance, transfer, settlement, devise or bequest made for a designated restricted purpose, if such restricted purpose is within the purview of the corporate powers herein as allowed hereunder and by law and does not violate the purposes of the corporation nor provide a direct inurement of a benefit to a private individual. The Board of Directors may accept and expend such funds or property for the designated purposes. But no gift, conveyances, transfer, settlement, devise or bequest of any property, of any name or nature, shall be accepted, nor any interest in a corporation or association, any remainder, reversion, possibility of reverter, or executory interest, or any interest of any kind, any which might under any

contingency vest the gift conveyance, transfer, settlement, devise or bequest, or any portion of it, in any private individual, corporation or association.

**Section 5.** To purchase, sell, mortgage, lease, improve and deal in real estate and personalty wherever situated, and to construct, equip, operate, lease, rent, hire and manage facilities and buildings of every kind and description for the furtherance of promoting the peaceful practice and worship of Islam.

**Section 6.** To do all other legal acts and things which may in the discretion of the Board of Directors, further the above stated purposes and to such end to organize, maintain and support other amateur baseball athletic support organizations.

**Section 7.** To possess and exercise any and all corporate powers granted by the laws of the State of Florida and the United States which are, however, restricted to the furtherance of the above stated amateur athletic competition, charitable and educational purposes.

#### **ARTICLE IX.**

##### **Exempt Purpose.**

No part of the net earnings or any benefits of the Corporation shall inure to the benefit of, or be distributed to its Members, Directors, Officers, or other private persons, except the corporation is authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in **ARTICLE III** hereof.

#### **ARTICLE X.**

##### **Unauthorized Action.**

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by:

**Section 1.** 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.

**Section 2.** A corporation contributions to which are deductible under Section 170 of the Internal Revenue Code of 1986, as amended, or any other corresponding provision of any future United States Internal Revenue Law.

#### **ARTICLE XI.**

##### **Membership.**

The qualifications for prospective members and the manner of their admission shall be by majority vote of the Board of Directors, or as set forth by the By-Laws of this corporation from time to time.

#### **ARTICLE XII.**

##### **Registered Agent.**

The registered office of the corporation is 4309 Pablo Oaks Court, Suite Five, Jacksonville, Duval County, Florida 32224. The name and street address of the Registered Agent for this non-profit corporation is

Henderson Keasler Law Firm, 4309 Pablo Oaks Court, Suite Five, Jacksonville, Duval County, Florida 32224.

**ARTICLE XIII.**

Effective Date of Corporation.

The date corporate existence begins shall be August 15, 2004. This election is pursuant to Florida Statute 617.0203.

IN WITNESS WHEREOF I set my hand and signature as Incorporator of the Articles of Incorporation effective this 16<sup>th</sup> day of August, 2004.

  
\_\_\_\_\_  
Frank R. Keasler, Jr.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 617.0501 of the Florida Statutes, the following is submitted in compliance with the Florida Business Corporation Act:

**Halfacre Memorial Foundation, Inc.**, desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named **Henderson Keasler Law Firm**, located at 4309 Pablo Oaks Court, Suite Five, Jacksonville, Duval County, Florida 32224, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated Corporation at place designated in this certificate, and being familiar with the duties and responsibilities as registered agent for said Corporation, I hereby agree to act in this capacity and to comply with the provisions of said Act.

By:   
Frank R. Keasler, Jr., Registered Agent

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