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**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

St. Johns County Professional Firefighters' Charities, Inc.

**Filing Evidence**

- ☒ Plain/Confirmation Copy
- ☐ Certified Copy

**Retrieval Request**

- ☐ Photocopy
- ☐ Certified Copy

**Type of Document**

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
	Profit
X	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

**ARTICLES OF INCORPORATION  
OF  
ST. JOHNS COUNTY PROFESSIONAL FIREFIGHTERS' CHARITIES, INC.  
A FLORIDA CORPORATION NOT FOR PROFIT**

In order to form a corporation in accordance with the provisions of the laws of the State of Florida for the formation of corporations not for profit, Chapter 617, Florida Statutes, the undersigned incorporator designates the following Articles for the purposes and with the powers hereinafter mentioned.

**ARTICLE I**

CORPORATION NAME AND ADDRESS. The name of this corporation is St. Johns County Professional Firefighters' Charities, Inc. The principal place of business and mailing address of the corporation shall be Robert McQuaig, Secretary, 4745 Sutton Park Court, Suite 103, Jacksonville, FL 32224.

**ARTICLE II**

TERM OF EXISTENCE. The period of the duration of the existence of this corporation shall be perpetual and shall commence at the time of filing of the Articles of Incorporation by the Department of State.

**ARTICLE III**

PURPOSES AND RESTRICTIONS. The purposes of the corporation and restrictions on its operations are as follows:

(a) This corporation is organized and operated for educational and charitable purposes consistent with the requirements for qualification as an exempt organization 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), hereinafter the "Code", and for such other humanitarian or

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eleemosynary purposes as are consistent with its maintaining qualification as an exempt organization under said section 501(c)(3).

(b) The corporation shall restrict its operations to the promotion of educational and charitable purposes as described above within the meaning of section 501(c)(3) of the Code. Notwithstanding any provision of these Articles of Incorporation to the contrary, the corporation shall take no action inconsistent with the provisions of the Florida Not For Profit Corporation Act.

(c) 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 herein.

(d) The corporation shall not engage in any acts of self dealing as defined in section 4941(d) of the Code, retain any excess business holdings as defined in section 4943(c) of the Code, make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of section 4944 of the Code, make any taxable expenditures as defined in section 4945(d) of the Code, or otherwise violate any of the provisions of section 617.0835, Florida Statutes (1995).

(e) The corporation may do any and all things and exercise any and all powers, rights, and privileges provided herein and in the Bylaws consistent with its purposes and with the provisions of section 501(c)(3) of the Code and the Florida Not for Profit Corporation Act.

(f) The provisions of this Article III setting forth the purposes of the corporation shall not be subject to amendment except as may be required to qualify or continue to qualify this corporation as an exempt organization under section 501(c)(3) of the Code.

#### **ARTICLE IV**

NONSTOCK CORPORATION. This corporation is organized on a nonstock basis without the issuance of shares of stock evidencing ownership.

#### **ARTICLE V**

REGISTERED AGENT AND REGISTERED OFFICE. The registered agent and the street address of the initial Registered Office of the corporation in the state of Florida shall be:

David H. McQuaig  
4745 Sutton Park Court, Suite 103  
Jacksonville, FL 32224

#### **ARTICLE VI**

DIRECTORS. The powers, business and affairs of the corporation shall be managed and directed by the Board of Directors in accordance with these Articles and the Bylaws. The number of directors may be increased or decreased from time to time by amendment to the Bylaws but there shall at all times be at least three (3) directors. The method of electing the directors shall be as provided in the Bylaws. The names and addresses of the initial members of the Board of Directors are as follows:

Billy K Winters, 7961 Hamilton Avenue, Hastings, FL 32145

John D'Amour, 108 Gentian Road, St. Augustine, Florida 32086

Robert L. McQuaig, 4745 Sutton Park Court, Suite 103, Jacksonville, FL 32224

James Beckett, 795 Kings Estate Road, St. Augustine, FL 32086

Michael Meacham, 700 Charmwood Dr., St. Augustine, FL 32086

## **ARTICLE VII**

**INCORPORATOR.** The name and street address of the incorporator of this corporation is as follows:

David H. McQuaig  
4745 Sutton Park Court, Suite 103  
Jacksonville, Florida 32224

## **ARTICLE VIII**

**MEMBERSHIP.** This Corporation shall have no members.

## **ARTICLE IX**

**DISTRIBUTION OF ASSETS UPON DISSOLUTION.** Upon the dissolution or final liquidation of the corporation, the Board of Directors shall distribute the assets of the corporation to any one or more exempt organizations for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, as amended, or corresponding section of any future federal tax code, such exempt organizations to be determined by the decision of at least two thirds (2/3) of the then incumbent members of the Board of Directors.

## **ARTICLE X**

**AMENDMENT.** These Articles may be amended in the manner provided by law; provided, however, any such amendment shall require the affirmative vote of at least two thirds (2/3) of the then incumbent members of the Board of Directors.

## **ARTICLE XI**

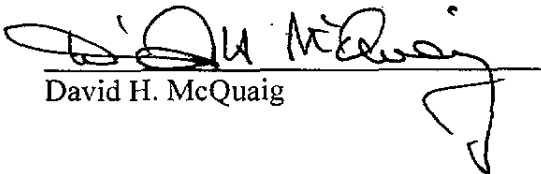
**INDEMNIFICATION OF DIRECTORS AND OFFICERS AND LIMITATION ON LIABILITY.** This corporation shall indemnify the directors and officers of this corporation to the

full extent permitted by applicable law. No director or officer of this corporation shall be liable to this corporation or any other person for monetary damages for breach of fiduciary duty as a director or officer, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Not For Profit Corporation Act as the same exists or may hereafter be amended. Any amendment, modification, or repeal of this Article XI shall not adversely affect any right or protection of a director or officer of the corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification, or repeal.

## **ARTICLE XII**

**BYLAWS.** The initial Bylaws of the corporation shall be adopted by its Board of Directors. The Board of Directors may adopt, change, amend or repeal the Bylaws upon the affirmative vote of at least sixty percent (60%) of the then incumbent members of the Board of Directors.

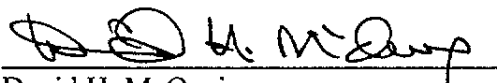
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Jacksonville, Duval County, Florida, for the uses and purposes aforesaid, this 16<sup>th</sup> day of June, 2005.

  
\_\_\_\_\_  
David H. McQuaig

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF  
(Name of Corporation)**

Pursuant to Sections 48.091 and 617.023, Florida Statutes, David H. McQuaig, 4745 Sutton Park Court, Suite 103, Jacksonville, FL 32224, having been named as registered agent to accept service of process upon St. Johns County Professional Firefighters' Charities, Inc., a not-for-profit corporation organized under the laws of the state of Florida hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties as registered agent, acknowledging hereby that it is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate to be executed on this 16<sup>th</sup> day of June, 2005.

  
\_\_\_\_\_  
David H. McQuaig