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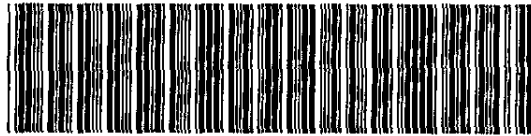
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2005 AUG -5 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1105-35711

T. Hampton AUG 08 2005

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July 22, 2005

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Mill Creek Primitive Baptist Church Cemetery Association, Inc.

Ladies/Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for the above entity, duly executed and notarized, together with a check in the amount of \$78.75 for your filing fee.

If you have any questions, please feel free to call me directly. Thank you for your prompt attention to this matter.

Sincerely,



Clyde W. Davis

CWD/dlr
Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 28, 2005

CLYDE W DAVIS, ATTORNEY
20 S FIFTH ST
FERNANDINA BEACH, FL 32034

SUBJECT: MILL CREEK PRIMITIVE BAPTIST CHURCH CEMETERY
ASSOCIATION, INC.
Ref. Number: W05000035711

We have received your document for MILL CREEK PRIMITIVE BAPTIST CHURCH CEMETERY ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of incorporation of a nonprofit corporation must be prepared in compliance with section 617.0202, Florida Statutes. Please refer to that section of the law for assistance.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton
Document Specialist
New Filings Section

Letter Number: 905A00049036

RECEIVED
05 AUG -5 AM 11:10
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MILL CREEK PRIMITIVE BAPTIST CHURCH
CEMETERY ASSOCIATION, INC.

FILED

2005 AUG -5 AM 8:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Notice is hereby given that the undersigned incorporators, being of full age, having associated together for the purpose of forming a corporation not for profit, without capital stock, under the provisions of Chapters ~~607~~ and 617, Florida Statutes and do hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by such law, and do hereby make, subscribe, acknowledge and file these Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation is: **MILL CREEK PRIMITIVE BAPTIST CHURCH
CEMETERY ASSOCIATION, INC.**

ARTICLE II - CORPORATE PURPOSE

The goal and purpose of the Corporation shall be to maintain the Mill Creek Primitive Baptist Church Cemetery, and surrounding buildings, and structures, as located in Nassau County, Florida, and in so doing, to provide a safer and healthier location and venue through a legal organization designed to preserve, protect, beautify and maintain the common elements of the former church and cemetery property for the benefit of each member of the organization.

ARTICLE III - MEMBERSHIP

Section 1: Eligibility. The class of those eligible for membership shall be composed of all those individuals who are of the family or directly descended from the family of any of those who are buried in the cemetery of Mill Creek Primitive Baptist Church (Nassau County) of the St. Marys River Primitive Baptist Association. Within the above class, membership may not be denied on the

basis of race, color, religious preference, disability, or national origin.

Section 2: Application for Membership. Any applicant meeting the qualifications set forth above and desiring to become a member of the Corporation shall make application on a form supplied by the Corporation and accompanied by such membership fees and dues as the Directors may from time to time determine. No qualified person may be denied membership on the basis of race, color, age, or religious preference.

Section 3: Termination of Membership. Membership may be terminated by expulsion for a just cause or by death, or written resignation with thirty (30) days prior written notice to the Directors. Expulsion for just cause shall be according to the procedures found in the By-laws of the organization, as the same may be adopted from time to time.

ARTICLE IV - EXISTENCE AND DURATION

Existence of the Association shall be commenced with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association existence shall be perpetual.

ARTICLE V - MANAGEMENT

Section 1. The affairs of the Corporation shall be managed by a Board of Directors, elected as provided in the by-laws.

ARTICLE VI - INITIAL OFFICERS AND DIRECTORS

The names and residence address of the officers and directors who are to manage all of the affairs of the Corporation until the first annual meeting, adoption of by-laws, and elections are:

NAME:	MAILING ADDRESS:	STREET ADDRESS:
VIVIAN RITSMA	P. O. Box 674 Hilliard, FL 32046	N/A
WILSON CARROLL	24028 C.R. 121 Hilliard, FL 32046	Same
FAYE HODGES	26341 Willie Hodges Road Hilliard, FL 32046	Same
NOAH J. CARROLL	2717 Carroll Corner Road Hilliard, FL 32046	Same
ROY SIKES	2140 Addison Lane Hilliard, FL 32046	Same
GLEN ROWE, SR.	19801 Nolan Jones Road Hilliard, FL 32046	Same

ARTICLE VII - BYLAWS AND AMENDMENTS TO THE ARTICLES OF INCORPORATION

The bylaws of the Corporation shall be made, altered or rescinded by a majority vote of the voting membership present or voting by proxy at any regular meeting, or by a majority vote of the Board of Directors; provided that notice thereof, which shall include the text of the Bylaws change, has been furnished in writing to each voting member of the Corporation at least ten days prior to the meeting at which such alteration to the Bylaws is to be voted upon, whether it be a membership meeting or a Board of Directors' meeting.

The Articles of Incorporation of this Corporation shall be amended or additional; provisions added or adopted by a two-thirds vote of the members of the Board of Directors present or voting

by proxy at any meeting thereof; provided that notice thereof, which shall include the text of the change to Articles of Incorporation has been furnished in writing to each voting member of the Corporation at least ten days prior to the meeting at which such Articles of Incorporation change is to be voted upon, followed by the compliance with the Florida Statutes regarding amendments to articles of incorporation of non-profit corporations.

ARTICLE VIII - GENERAL

All income and assets of the Corporation, above necessary expenses, shall be administered solely and exclusively for the corporate purposes as directed by the Board of Directors.

This Corporation shall have no capital stock and shall pay no dividends to its incorporators, directors, officers or members. In addition, no part of the income of the corporation shall be distributed to its members, directors, officers or incorporators; provided that the Corporation may pay compensation in a reasonable amount to its members, directors, and officers for services rendered and may confer benefits upon its members in conformity with its purposes.

ARTICLE IX - SUBSCRIBERS

The names and residence address of the subscribers to this Corporation are as follows:

VIVIAN RITSMA, P. O. Box 674, Hilliard, FL 32046
WILSON CARROLL, 20428 C.R. 121, Hilliard, FL 32046
FAYE HODGES, 26341 Willie Hodges Road, Hilliard, FL 32046
NOAH J. CARROLL, 2717 Carroll Corner Road, Hilliard, FL 32046
ROY SIKES, 2140 Addison Lane, Hilliard, FL 32046
GLEN ROWE, SR., 19801 Nolan Jones Road, Hilliard, FL 32046

ARTICLE X - REGISTERED OFFICE AND REGISTERED AGENT

The above-named incorporators, desiring to organize this Corporation under the laws of the State of Florida, hereby designate the Corporation's Principal/Registered office to be located at 2717

Carroll Corner Road, Hilliard, Florida 32046, and hereby designates and appoints NOAH J. CARROLL as the Registered Agent of the Corporation, to accept service of process within this State, to serve in such capacity until his successors are selected and duly designated.

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify an officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

ARTICLE XIII - PROHIBITED ACTIVITIES

The Corporation shall not:

1. Attempt to influence legislation as a substantial part of its activities.
2. Allow any part of its net income to inure to the benefit of officers, directors or members of the Corporation, or to any other individuals, except in the furtherance of its charitable purposes.
3. Participate to any extent in any political campaign for or against any candidate for public office.
4. Conduct any activities not permitted to be carried on by organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereafter be amended, or by any 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.

ARTICLE XIII - DEDICATION OF ASSETS

The Corporation dedicates all assets which it may acquire to the charitable purpose set forth in Article II hereof. In the event that the Corporation shall dissolve or otherwise terminate its

corporate existence, subject to the provisions of Chapters 607 and 617, Florida Statutes, the Corporation shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal government or to a state or local government for exclusive public purpose.

IN WITNESS WHEREOF, the undersigned have subscribed their names under seal this
21 day of July, 2005.

Vivian Ritsma
VIVIAN RITSMA

Noah J. Carroll
NOAH J. CARROLL

Wilson Carroll
WILSON CARROLL

Roy Sikes
ROY SIKES

Faye Hodges
FAYE HODGES

Glen Rowe SR
GLEN ROWE, SR.

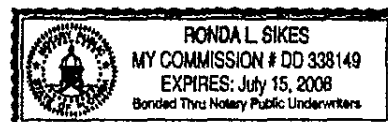
STATE OF FLORIDA)
COUNTY OF NASSAU)

Before me, the undersigned authority, personally appeared: **Vivian Ritsma, Noah J. Carroll, Wilson Carroll, Roy Sikes, Faye Hodges, and Glen Rowe, Sr.**, to me well known to me to be the persons described in or who produced as identification:

----- who did not take
an oath, and who subscribed their name to the foregoing Articles of Incorporation, and whose acknowledged before me that they executed such Articles of Incorporation for the purposes therein expressed.

Ronda L. Sikes
NOTARY PUBLIC

My Commission expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for
MILL CREEK PRIMITIVE BAPTIST CHURCH CEMETERY ASSOCIATION, INC.,
at the place designated in the ARTICLES OF INCORPORATION or a corporate resolution of said
corporation:

REGISTERED AGENT
REGISTERED ADDRESS

NOAH J. CARROLL
2717 Carroll Corner Road
Hilliard, FL 32046

agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to
keeping open such office.

DATE: July 21, 2005


NOAH J. CARROLL