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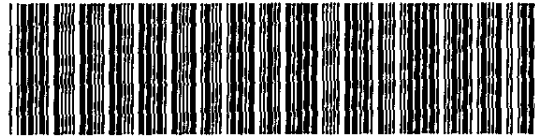
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TALLAHASSEE, FLORIDA

J. Shivers SEP 19 2005

LAW OFFICES

# FORD & HARRISON<sup>LLP</sup>

A LIMITED LIABILITY PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS AND INDIVIDUALS

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Writer's Direct Dial:

JOHN E. DUVALL

(904) 355-7381

jduvall@fordharrison.com

September 16, 2005

**EXPRESS COURIER (Monday Delivery)**

Registration Section  
Division of Corporations  
Department of State  
Clifton Building  
2661 executive Center Circle  
Tallahassee, Florida 32301

**Re: First Coast Anglican Fellowship, Inc., A Proposed New  
Florida Not For Profit Corporation; Articles of  
Incorporation**

To Whom It May Concern:

Enclosed please find the Articles of Incorporation for the First Coast Anglican Fellowship, a proposed Florida not for profit corporation, which are hereby submitted for filing. Also enclosed please find a check in the amount of Seventy-Eight Dollars and Seventy-Five Cents (\$78.75), made payable to the Division of Corporations, as payment in full of the filing fee for the Articles of Organization (\$35.00); the designation of registered agent fee (\$35.00); and, the fee for a certified copy of the Articles of Organization (\$8.75).

For further information concerning this matter, please contact the undersigned directly. Please return all correspondence concerning this matter to the undersigned as well. Thank you for your assistance.

Sincerely,

FORD & HARRISON LLP

John E. Duvall

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Enclosures as indicated

**ARTICLES OF INCORPORATION  
OF  
THE FIRST COAST ANGLICAN FELLOWSHIP, INC.,  
A FLORIDA NOT FOR PROFIT CORPORATION**

*The following constitutes the Articles of Incorporation of the First Coast Anglican Fellowship, Inc., a proposed Florida Not For Profit Corporation, as adopted by the initial incorporators on August \_\_, 2005.*

**ARTICLE I - CORPORATE NAME**

The name of the Corporation is the FIRST COAST ANGLICAN FELLOWSHIP, INC.

**ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING  
ADDRESS OF THE CORPORATION**

(a) The principal place of business and the mailing address of the Corporation shall be 37287 Bulford Road, Hilliard, Florida 32046.

**ARTICLE III - PURPOSES OF THE CORPORATION**

(a) The purpose of the Corporation is to provide its membership and their guests with the opportunity for Anglican fellowship without regard to race, creed, age, sex, or national origin.

(b) It is further the purpose of the Corporation to exist and operate solely for scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law, and that are described in sections 170(c), 2055(a), and 2522(a) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law. The assets and properties of the Corporation are hereby pledged for use in performing its exempt functions and no part of the income or assets of the Corporation shall be distributed to nor inure to the benefit of any individual.

**ARTICLE IV - POWERS OF THE CORPORATION AND RESTRICTIONS**

(a) The Corporation shall have all powers provided for Corporations Not For Profit by Chapter 617 of the Florida Statutes, or corresponding provisions of any subsequent statute.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, any Director of the Corporation, Officer of the Corporation,

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TALLAHASSEE, FLORIDA

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 Director of the Corporation, Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the Corporate assets upon dissolution of the Corporation.

(c) No substantial part of the activities of the Corporation shall be the carrying of propaganda, or otherwise attempting to influence legislation, or intervening in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(d) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as they exist, or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 107(c)(2) of the Internal Revenue Code of 1986, as amended, and regulations as they now exist, or as they may hereafter be amended.

(e) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax law; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax law; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended or corresponding provisions of any subsequent federal tax law.

(f) If the Corporation is deemed not to be a public charity, then the requirements of Subchapter F—Exempt Organizations, Part II, Private Foundations, of the Internal Revenue Code of 1986, as amended, and any subsequent amendments thereto, and Chapter 42—Private Foundations of the Internal Revenue Code of 1986, as amended, and any subsequent amendments thereto, shall be deemed to be contained and incorporated herein by reference in these Articles of Incorporation, including particularly, but not limited to, the requirements of Section 508(3) of the International Revenue Code of 1986, as amended, or of any subsequent amendments thereto.

**ARTICLE V - MANAGEMENT OF CORPORATE AFFAIRS**  
**ASSIGNED TO THE BOARD OF DIRECTORS**

(a) The business affairs of the Corporation shall be managed by the Board of Directors, which shall consist of not less than twelve (12) but not more than twenty-four (24) persons. The terms of office of the Directors, the manner of their election, and their voting rights shall be stated in the Bylaws. The members of the Corporation shall be comprised of the members of the Board of Directors.

(b) The Board of Directors shall generally be representative of the diverse elements of the community served by the Corporation with regard to race, sex, age, occupation, interests, and place of residence.

(d) The Board of Directors shall elect all Officers in accordance with these Articles and the Bylaws.

(e) All Directors and Officers of the Corporation shall be indemnified from any personal liability incurred as a consequence of the exercise of official duties on behalf of the Corporation to the maximum extent permitted by Florida law. Further, the Corporation shall defend any claim asserted against any Director or Officer as a consequence of the exercise of official duties on behalf of the Corporation.

#### **ARTICLE VI - DISTRIBUTION OF CORPORATE ASSETS UPON DISSOLUTION**

(a) In the event of dissolution of the Corporation or the winding up of its affairs, the Directors of the Corporation shall distribute the assets of the Corporation exclusively to scientific, charitable, literary, or educational organizations which shall at the time qualify under the provision of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as they now exist, or as they may hereafter be amended. No Director of the Corporation, Officer of the Corporation, or private individual shall be entitled to share in the distribution of any of the assets upon such dissolution.

#### **ARTICLE VII - BYLAWS**

(a) The Board of Directors of this Corporation may adopt such Bylaws as are not inconsistent with these Articles of Incorporation or Florida law for the conduct of its business and the carrying out of its purposes. Such Bylaws may only be made, altered, amended or rescinded from time to time at any regular meeting or at any special meeting of the Board of Directors called for that purpose, so long as such Bylaws are not inconsistent with the provisions of these Articles of Incorporation or Florida law.

**ARTICLE VIII - AMENDMENTS TO CORPORATION ARTICLES  
OF INCORPORATION**

(a) These Articles of Incorporation may be amended by a two-thirds (2/3rds) vote of the Board of Directors.

**ARTICLE IX - REGISTERED AGENT AND REGISTERED OFFICE**

(a) The name and address of this Corporation's Registered Agent is Peter Reed Corbin, 225 Water Street, Suite 710, Jacksonville, FL 32202.

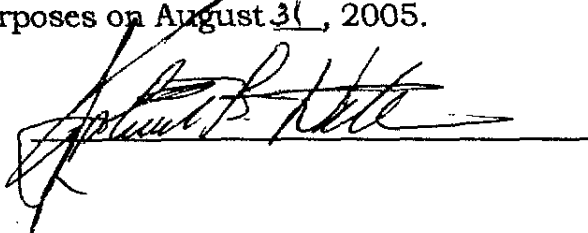
(b) The registered office shall be located at FORD & HARRISON, LLP, 225 Water Street, Suite 710, Jacksonville, Florida 32202.

**AFFIDAVIT OF ACKNOWLEDGEMENT**

STATE OF FLORIDA     )  
                                      ) ss:  
COUNTY OF NASSAU    )

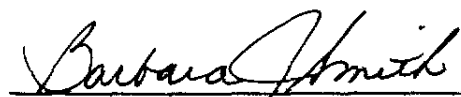
Before me, the undersigned authority, personally appeared Spotswood B. Watkins, who first being duly sworn, stated:

The foregoing Articles of Incorporation of First Coast Anglican Fellowship, Inc., was duly approved by the original incorporators at a meeting held for that and other purposes on August 31, 2005.



STATE OF FLORIDA     )  
                                      )ss.:  
COUNTY OF NASSAU    )

Sworn and subscribed before me this 31 day of August, 2005, by Spotswood B. Watkins who is personally known to me and who did take an oath.

  
Notary Public, State of Florida



Barbara J. Smith  
Commission # DD102394  
Expires April 7, 2006  
Bonded Thru  
Atlantic Bonding Co., Inc.

**Acceptance of Appointment As Registered Agent For the  
Corporation by Peter Reed Corbin**

Having been named as registered agent and to accept service of process for the First Coast Anglican Fellowship, Inc, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 617, Florida Statutes.



STATE OF FLORIDA     )  
                                  )ss.:  
COUNTY OF DUVAL    )

Sworn and subscribed before me this 14<sup>th</sup> September day of ~~August~~, 2005, by  
Peter Reed Corbin, who is personally known to me and who did take an  
oath.

  
Notary Public, State of Florida



Brenda T. James  
MY COMMISSION # DD146430 EXPIRES  
September 20, 2006  
BONDED THRU TROY FAIN INSURANCE, INC.

**RESOLUTION OF THE INCORPORATORS OF  
THE FIRST COAST ANGLICAN FELLOWSHIP,  
INC., A FLORIDA NOT FOR PROFIT  
CORPORATION, TO CREATE A NEW FLORIDA  
NOT FOR PROFIT CORPORATION SO NAMED**

WHEREAS, the individuals named below, have determined that the best interests of the community would be served by the creation of a new Florida not for profit corporation that would be eligible for tax-exempt status from the United States Internal Revenue Service; and,

WHEREAS, it was determined that action in furtherance of this determination should be undertaken forthwith,

NOW THEREFORE, the undersigned, on the date set forth below, approved the following resolution:

1. Spotswood B. Watkins shall forthwith apply to the Florida Secretary of State for a charter for a new Florida not for profit corporation which shall be known as the First Coast Anglican Fellowship, a Florida not for profit corporation.
2. Spotswood B. Watkins shall immediately thereafter file an application for tax-exempt status with the United States Internal Revenue Service for the new organization.

Adopted this 31<sup>st</sup> day of August, 2005 by a unanimous vote of all present and voting at that time.

LIST OF INCORPORATORS:

1. Spotswood B. Watkins
2. William G. Bulford

Attest:

By:

*Barbara J. Smith*



Barbara J. Smith  
Commission # DD102394  
Expires April 7, 2006  
Bonded Thru  
Atlantic Bonding Co., Inc.

Jacksonville:27489.1

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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