

N 05000009728

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

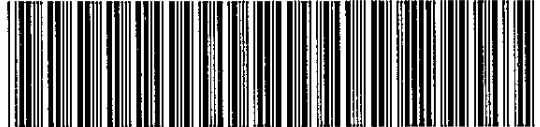
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000058976160

09/15/05--01006--023 **901.25

FILED
05 SEP 15 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9-21
M. M. H. A.

LYKES BROS. INC.
AND
SUBSIDIARY AND AFFILIATED COMPANIES
400 North Tampa Street
P.O. Box 1690
Tampa, Florida 33601

Richard A. Chase
Corporate Paralegal

Direct Dial
Tel: 813/470-5070
Fax: 813/470-5058
richard.chase@lykes.com

September 13, 2005

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Lykes Springhill Foundation, Inc.

Ladies and Gentlemen:

Enclosed are the following original documents in connection with the reinstatement/reincorporation of Spring Hill Cemetery Association, a not-for-profit corporation that was judicially created prior to September 1, 1959 and has never been reflected on the records of the Division of Corporations:

1. Application for Reinstatement of Judicially Chartered Not for Profit Corporation, with copy of Articles and all amendments certified by the Clerk of the Circuit Court of Hernando County attached as Exhibit "A" thereto;
2. Restated and Amended Articles of Incorporation of Spring Hill Cemetery Association, including Certificate required pursuant to Section 617.1007(3) of the Florida Not For Profit Corporation Act; and
3. Check in the amount of \$901.25 to cover the filing fees:

\$35.00 Filing Fee for reinstatement;
\$35.00 Registered Agent fee;
Annual Reports, \$61.25 multiplied by 13 years; and
\$35.00 Filing Fee for Restated and Amended Articles of Incorporation.

Please note that the Restated and Amended Articles of Incorporation change the name of Spring Hill Cemetery Association to Lykes Springhill Foundation, Inc.

*File and
Return to
Anna
Amendme*

Department of State
Division of Corporation
September 13, 2005
Page Two

Should you require anything further to process these documents, please contact me at (813) 470-5070 and I will overnight the additional documents. Thank you for your assistance.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Richard A. Chase".

Richard A. Chase
Corporate Paralegal

**ATTACHMENT A
TO THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SPRING HILL CEMETERY ASSOCIATION**

RESTATED AND AMENDED
ARTICLES OF INCORPORATION OF
SPRING HILL CEMETERY ASSOCIATION

PURSUANT TO SECTION 617.1007 OF THE
FLORIDA NOT FOR PROFIT CORPORATION ACT

FILED
05 SEP 15 PM 2:05
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE I.

The name of this corporation shall be **Lykes Springhill Foundation, Inc.**, and the address of the principal office of this corporation shall be 400 N. Tampa Street, Suite 2200, Tampa, Florida 33602.

ARTICLE II.

The corporation is a corporation not for profit as defined in Section 617.01401, Florida Statutes. The corporation is not formed for pecuniary profit and no part of its income or assets is distributable to or for the benefits of its members, directors or officers, except to the extent permissible by law. The primary purpose for which this corporation is formed is to operate as a cemetery company, owning, controlling, regulating, maintaining and perpetuating a cemetery and associated property at Spring Hill, Hernando County, Florida, qualified as an exempt organization under Section 501(c)(13) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws. The general purposes for which this corporation is formed are to: own property of every kind and character; receive funds by gifts, donations, endowments and make grants, distributions and donations in a manner and to recipients permitted by the Internal Revenue Code; and engage in any other lawful act or activity for which corporations may be organized under the Florida Not For Profit Corporation Act to the extent such act or activity is permitted under Section 501(c)(13) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws. The corporation shall not engage in any activities prohibited by the Internal Revenue Code for a corporation qualified as an exempt organization under Section 501(c)(13) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

ARTICLE III.

The corporation shall have members. The number and qualification of the members of the corporation, the manner of their admission, the different classes of membership, if any, and the rights, privileges and liabilities of the members of the corporation shall be provided by the by-laws of this corporation.

ARTICLE IV.

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE V.

The management of this corporation shall be vested in a board of directors. The number of persons constituting the entire board of directors shall be determined by resolution of the members of the corporation from time to time, provided that the number shall not be less than three (3) or such other number as required by the Florida Not For Profit Corporation Act.

ARTICLE VI.

The by-laws of this corporation shall be made, altered or rescinded by a majority vote of the directors present at any regular or special meeting at which a quorum is present.

ARTICLE VII.

The street address of this corporation's registered office is 400 N. Tampa Street, Suite 2200, Tampa, Florida 33602 and the name of this corporation's registered agent at the above address is Howell L. Ferguson.

ARTICLE VIII.

Upon the dissolution of this corporation, its assets remaining after paying or making provision for the payment of all of the liabilities and obligations of the Corporation shall be distributed to such other organization or organizations that are qualified as tax exempt under Section 501(c)(13) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws, provided such assets as are necessary are used to maintain and perpetuate any and all cemeteries owned and maintained by this corporation at the time of its dissolution, such amounts as determined by the Board of Directors, with any remaining assets to be donated to such organization or organizations that are qualified as tax exempt under Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws. 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 this corporation is then located to such organization or organizations, as said court shall determine, which are qualified as tax exempt under the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

ARTICLE IX.

The corporation shall, to the full extent permitted by law, indemnify any person against any and all judgments, fines, amounts paid in settling or otherwise disposing of actions or threatened actions, and reasonable expenses, including attorney's fees, actually and necessarily incurred in connection therewith or as a result of such action or proceeding, or

any appeal therefrom, to which he/she is made, or threatened to be made, a party by reason of the fact that he/she, his/her testator of an estate, is or was a Director or officer or committee member of the corporation, or any other corporation of any kind, domestic or foreign, which he/she served in any capacity at the request of the corporation. Upon appropriate action by the Board of Directors, the corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, committee member, employee or agent of the corporation or is or was serving at the request of the corporation as a member, Director, officer, committee member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or incurred by him in any such capacity or arising out of his status as such, whether or not this corporation would have the power to indemnify him against such liability.

CERTIFICATE OF
SPRING HILL CEMETERY ASSOCIATION
IN CONNECTION WITH
RESTATED AND AMENDED
ARTICLES OF INCORPORATION

PURSUANT TO SECTION 617.1007(3) OF THE
FLORIDA NOT FOR PROFIT CORPORATION ACT

Spring Hill Cemetery Association, a Florida corporation not for profit, hereby certifies, pursuant to Section 617.1007(3) of the Florida Not For Profit Corporation Act, that:

1. The restated and amended articles of incorporation of Spring Hill Cemetery Association being filed herewith contain amendments to the articles of incorporation requiring member approval; and
2. The restated and amended articles of incorporation of Spring Hill Cemetery Association, and all of the amendments contained therein, were duly adopted by unanimous written consent dated 9/12, 2005 of all of the board of directors and all of the members of Spring Hill Cemetery Association pursuant to Sections 617.0821 and 617.0701, respectively, of the Florida Not For Profit Corporation Act, such restated and amended articles of incorporation to be effective upon filing by the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the corporation has caused this Certificate to be subscribed by its President this 10th day of September, 2005.

SPRING HILL CEMETERY ASSOCIATION

By: Michael L. Carrere
Michael L. Carrere
President

RESTATED AND AMENDED
ARTICLES OF INCORPORATION OF
SPRING HILL CEMETERY ASSOCIATION

PURSUANT TO SECTION 617.1007 OF THE
FLORIDA NOT FOR PROFIT CORPORATION ACT

1. Spring Hill Cemetery Association, pursuant to the provisions of Section 617.1007 of the Florida Not For Profit Corporation Act, hereby adopts restated and amended articles of incorporation, which accurately restate and integrate the articles of incorporation and all amendments thereto, to read in full as set forth in the Restated and Amended Articles of Incorporation which is attached hereto as Attachment A and made a part hereof.
2. The amended and restated articles of incorporation of the corporation were duly adopted by unanimous written consent dated 9/12, 2005 of all of the board of directors and all of the members of the corporation pursuant to Sections 617.0821 and 617.0701, respectively, of the Florida Not For Profit Corporation Act, such restated and amended articles of incorporation to be effective upon filing by the Secretary of State of the State of Florida.
3. The articles of incorporation of the corporation and all amendments thereto are hereby superseded by the amended and restated articles of incorporation attached hereto as Attachment A.

IN WITNESS WHEREOF, the corporation has caused these Restated and Amended Articles of Incorporation to be subscribed by its President this 24th day of September, 2005.

SPRING HILL CEMETERY ASSOCIATION

By: Michael L. Carrere
Michael L. Carrere, President

CERTIFICATION OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this restated and amended articles of incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity in accordance with Section 617.0503, Florida Statutes.

Howell L. Ferguson
Howell L. Ferguson