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Page 1 of 1

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FLORIDA NON-PROFIT CORPORATION

Historic Derby Street Chapel, Inc.

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**ARTICLES OF INCORPORATION
OF
HISTORIC DERBY STREET CHAPEL, INC.**

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes and acknowledges the Articles of Incorporation set forth below and provides as follows:

**ARTICLE I
Name**

The name of this corporation shall be Historic Derby Street Chapel, Inc. and its principal place of business shall be located at 430 Delannoy Avenue, Cocoa, Florida 32922, with a mailing address of P.O. Box 1383, Cocoa, Florida 32923.

**ARTICLE II
Term**

This corporation shall have perpetual existence.

**ARTICLE III
Purpose**

This corporation is organized exclusively for charitable, literary, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). More specifically, this Corporation shall rehabilitate and restore the historic Derby Street Chapel in accordance with prevailing historic preservation guidelines and upon completion of restoration, shall maintain and operate Derby Street Chapel as a community center.

**ARTICLE IV
Members**

The qualification for members and the manner of their admission and expulsion shall be as regulated by the Bylaws. This corporation is organized upon a nonstock basis and shall not issue shares of stock.

**ARTICLE V
Registered Office and Registered Agent**

The street address of the initial registered office of this corporation is 430 Delannoy Avenue, Cocoa, Florida 32922, and the name of the initial registered agent of this corporation at that address is Ida Wright.

THIS INSTRUMENT PREPARED BY:
DALE A. DETTMER, ESQ.
304 S. Harbor City Boulevard, Suite 201
Melbourne, Florida 32901
(321) 723-5646
Florida Bar Number: 172988

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ARTICLE VI
Initial Board of Directors

The initial Members and Board of Directors of the corporation shall consist of not less than three (3) nor more than twenty (20) directors. The manner in which the Directors are to be elected or appointed and the number of directors of the corporation shall be specified by the Bylaws, provided however, that the number of directors shall never be less than three (3). The names and street addresses of the initial directors of this corporation are:

Ida Wright
7240 N. US Highway 1, # 106
Cocoa, FL 32927

Joanne Youngblood
27 Orange Avenue
Rockledge, FL 32955

Volamae Brinkley
846A Angela Street
Rockledge, FL 32955

Burl Smithheart
1515 Tarpon Street
Merritt Island, FL 32952

Mary Ann Balthaser
902 Kings Post Road
Rockledge, FL 32955

Juanita Baxley
710 Lakewood Circle
Merritt Island, FL 32952

Esther Burton
4629 Indian River Drive
Cocoa, FL 32926

Jo Compton
2403 McFarland Drive
Cocoa, FL 32922

Duane Deem
1308 Estridge Drive
Rockledge, FL 32955

Craig Dixon
5555 N. Courtenay Parkway
Merritt Island, FL 32953

Al Gandolfi III
P.O. Box 5186
Titusville, FL 32783

Ed Lanni
939 N. Indian River Drive
Cocoa, FL 32922

Elizabeth Johnson
1705 Richland Road
Merritt Island, FL 32952

Debra Pennell
798 White Pine Avenue
Rockledge, FL 32955

Alex Sinelnikoff
93 Delamoy Avenue, # 1002
Cocoa, FL 32922

Ruth Smithheart
1515 Tarpon Street
Merritt Island, FL 32952

Susan Wilemon
47 Allison Drive
Cocoa, FL 32922

Lurline Wilson
2222 Meridian Street
Cocoa, FL 32922

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H050002287013

ARTICLE VII
Incorporator

The name and street address of the Incorporator signing these Articles of Incorporation is Ida Wright, 430 Delannoy Avenue, Cocoa, Florida 32922.

ARTICLE VIII
Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX
Amendment

These Articles of Incorporation may be amended only by the members in the manner provided by Florida Statutes and as same may be amended from time to time.

ARTICLE X
Restrictions and Interpretation

A. 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 in Article III hereof.

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

C. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code; or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

D. It is intended by the provisions of these Articles of Incorporation that the corporation shall possess the status of an organization exempt from federal income taxation under the provisions of Section 501(c)(3) of the Code as now in force or hereafter amended. Accordingly, no part of the affairs of the corporation shall be administered, directly or indirectly, in any manner whatsoever which might jeopardize the tax-exempt status of the corporation.

ARTICLE XI
Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for one or more of the purposes of the corporation which may include distribution to an organization or organizations organized and operated exclusively for one or more of such purposes, or shall distribute all of the assets of the corporation to the federal government, or to a state or local


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government for a public purpose. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for one or more of the purposes of the corporation.

ARTICLE XII
Acceptance by Registered Agent

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Ida Wright, Registered Agent

IN WITNESS WHEREOF, the undersigned subscriber has hereto set her hand and seal this 26 day of September, 2005.


Ida Wright, Incorporator

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 26 day of September, 2005, by Ida Wright. She is personally known to me or has produced DRIVERS LICENSE as identification.





Notary Public

My Commission Expires: 10-07-08

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