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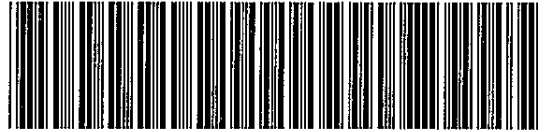
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2005 NOV -7 P 4: 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

TRANSMITTAL LETTER

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

SUBJECT: ANTIOCH cemetery, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of Reinstatement/Reincorporation and a check for :

FEES:

Filing Fee	\$35.00
Registered Agent	\$35.00
Annual Reports for 1993 through present year	\$61.25 per calendar year.

OPTIONAL:

- Certified Copy \$8.75 (plus \$1 per page over 8, not to exceed a maximum of \$52.50)
- Certificate of Status \$8.75

FROM: Stephanie M. Rossi
Name (Printed or typed)

2772 NW 43rd Street, Suites
Address

Gainesville, FL 32608
City, State & Zip

(352) 377-5900
Daytime Telephone number

Law Offices
HOLDEN, RAPPENECKER and EUBANK, P.A.
Meridien Place, Suite S
2772 N.W. 43rd Street
Gainesville, Florida 32606-7433

Charles I. Holden, Jr.
Stephen A. Rappenecker
Bobbie Lee Eubank
Stephanie M. Rossi

Telephone (352) 377-5900
Facsimile (352) 371-7615
E-Mail office@hrelawfirm.com

October 28, 2005

Amendment Section
Division of Corporations
Attn. Wanda Cunningham
P.O. Box 6327
Tallahassee, Florida 32314

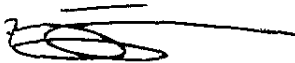
**Re: Amendment - Antioch Cemetery
File No. 8057.0003(05-421)**

Dear Wanda Cunningham:

Per our telephone conversation, enclosed please find the additional \$43.75 for the Amendment to the Articles of Incorporation of Antioch Cemetery.

Please call me with any questions.

Sincerely,



Stephanie M. Rossi

Encl.

**APPLICATION FOR REINSTATEMENT AND REINCORPORATION OF
LEGISLATIVELY OR JUDICIALLY CHARTERED NOT FOR PROFIT
CORPORATION**

IN COMPLIANCE WITH s. 617.1623(1)(d), FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REINSTATE AND REINCORPORATE A NOT FOR PROFIT LEGISLATIVELY OR JUDICIALLY CHARTERED CORPORATION WHICH WAS DISSOLVED ON JULY 2, 1992, PURSUANT TO s. 617.1623(1)(c):

1. Antioch cemetery, Inc.
Name of corporation exactly as it appears in legislative or judicial charter.

2. P.O. BOX 132 island Grove FL. 32654
Street address of the principal office of the corporation.
(This address will be used for the mailing of corporation annual reports)

3. AUGUST 11, 1950
Date of legislative or judicial incorporation

4. FEI Number 20-2191013 FEI Number applied for
 FEI Number not required

5. Name, address and title of current officers and/or directors:
(use additional page if necessary)

Title	Name	Street Address	City/State/Zip
President,	Marilynn Pinner	- PO Box 147, Island Grove FL	32654
Vice President,	Bernie Lee Bass	- PO Box 104, Island Grove FL	32654
Treasurer,	Joseph Price	- PO Box 132, Island Grove FL	32654
Secretary,	Sherry Lee Price	- PO Box 117, Island Grove FL	32654

6. Attached is a copy of the judicial charter and all amendments thereto certified by the Circuit Court of the county wherein recorded or a copy of the chartering law certified by the Department of State, Division of Elections as to legislative charters and completed Certificate of Reincorporation.

Marilynn L. Pinner
Authorized Signature

MARILYNN L. PINNER Pres. Devt
Name and capacity of person signing application
(see S. 617.10201(6))

FILED
 2005 NOV - 7 P 4: 27
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

CERTIFICATE OF REINCORPORATION

Pursuant to s. 617.0901, Florida Statutes, this certificate of reincorporation was duly authorized by a meeting of its members regularly called or by a meeting of its board of directors if there were no members entitled to vote on the reincorporation:

ARTICLE I NAME

The name of the corporation shall be: Antioch cemetery, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and the mailing address of this corporation shall be:

PO BOX 132
Island Grove FL 32654

ARTICLE III PURPOSE

The specific purpose for which the corporation is organized: to purchase or otherwise acquire land; to improve and beautify the same with streets and walks thereon; and to construct, lay out, fence, and maintain the cemetery located about 2 1/2 miles Northeast of Island Grove, Florida; and to use and permit the same to be used for the burial therein of human remains; to sell lots, to solicit bequests, endowments and other funds such as insurance annuities and gifts for the purpose

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed: shall be in accordance with the Bylaws of the corporation as shall from time to time be in force and effect

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Charles I. Holden, Jr
2772 NW 43rd Street, suite 5
Gainesville, FL 32606-7433

ARTICLE VI INCORPORATOR

The name and address of the Incorporator is:

- Marilynn Pinner - P.O. Box 147, Island Grove FL 32654
- Bemie Lee Bass - PO Box 104, Island Grove FL 32654
- Joseph Price - P.O. Box 132, Island Grove FL 32654
- Sherry Lee Price - P.O. Box 117, Island Grove FL 32654

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.

X Charles I. Holden, Jr.
Signature/Registered Agent

9/26/05
Date

X Marilynn Pinner
Signature/Incorporator

9/29/05
Date

2005 NOV - 7 P 4: 27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

on
vac:

ART III Purpose:

of adequately maintaining the said cemetery and ultimately to create an endowment, the income from which shall be used to provide perpetual care, the same to be developed under the leadership of the Board of Directors.

IN RE:

ANTIOCH CEMETERY, INC.

(Certificate of Incorporation)

FILED
1955 NOV - 7 P 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER

This cause coming on to be heard upon the presentation in Court of proposed Certificate of Incorporation of the ANTIOCH CEMETERY, INC. and the Court finds the said proposed charter is in proper form and has an object authorized by 617.01 of Florida Statutes 1949; and the Court being otherwise duly advised in the premises and after due consideration it is

CONSIDERED, ORDERED and ADJUDGED that the said Certificate of Incorporation of ANTIOCH CEMETERY, INC. attached to this Order, be, and the same is, hereby approved;

IT IS FURTHER CONSIDERED, ORDERED and DECREED that the said charter and this Order be by the Clerk of this Court duly recorded in the appropriate corporation records in the office of said Clerk of the Circuit Court of this Circuit and the minutes of this Court.

DONE and ORDERED in Chambers at Gainesville, Alachua County, Florida, this 11th day of August, A.D. 1950.

John A. Thompson
JUDGE.

CERTIFICATE OF INCORPORATION

BOOK

5 PAGE 107

OF

ANTIOCH CEMETERY INC.

*Filed and proven to
before me this Aug. 11,
1950 Alvin C. McQueen
Mij.*

We the undersigned do hereby associate ourselves together for the purpose of becoming a non-profit corporation under Chapter 617.01 of the 1949 laws of the State of Florida, and for such purpose we so hereby make, execute, and adopt the following articles of incorporation:

ARTICLE I

The name of the corporation shall be the Antioch Cemetery Inc., and the principal office shall be located at the town of Island Grove in the County of Alachua, State of Florida.

ARTICLE II

The objects and purposes of the corporation shall be to purchase or otherwise acquire land; to improve and beautify the same with streets and walks thereon; and to construct, lay out, fence, and maintain the cemetery located about two and one-half (2½) miles Northeast of Island Grove, Florida; and to use and permit the same to be used for the burial therein of human remains; to sell lots, to solicit bequests, endowments and other funds, such as insurance annuities and gifts for the purpose of adequately maintaining the said cemetery and ultimately to create an endowment, the income from which shall be used to provide perpetual care, the same to be developed under the leadership of the Board of Directors.

ARTICLE III

1. The members of this corporation shall consist of the persons hereinafter named as incorporators and such other persons of the jurisdiction here or from time to time hereafter may become members in the manner provided in the by-laws.

2. If any member shall fail to comply with the requirements of the by-laws or the rules and regulations made pursuant thereto, he may be suspended from membership and all rights and interests in the corporation upon a majority vote of the board of directors, subject to an appeal to the membership who, by a majority vote of members present at a regular meeting shall either affirm or disaffirm the suspension.

3. The voting power and the property rights and interests of all members shall be equal. Each member shall be entitled to one vote on any and all questions coming before the members. Members may vote by person or proxy. A single family may be a member, that is the members of a single household, but only one vote shall be allowed. A certificate of membership shall be issued to each member which shall be transferable inter vivos or at death by will or by the intestate laws of succession of the State of Florida.

ARTICLE IV

The duration of this corporation shall be perpetual.

ARTICLE V

The original membership with the amount of contribution of each is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>ORIGINAL CONTRIBUTION</u>
H. M. Baker	Island Grove, Florida	\$ 3.00
J. C. Crosby	Island Grove, Florida	5.00
Mrs. H. M. Baker	Island Grove, Florida	3.00
T. Z. Cason	Jacksonville, Florida	25.00
W. R. Abstein	Hawthorne, Florida	3.00

ARTICLE VI

The general officers of the corporation shall be a president, vice-president, and secretary-treasurer; the terms of office shall continue for one year from the annual election to be held on the second (2nd) Monday of January, or until their successors are duly elected on the second (2nd) Monday of January 1st to

December 31st. Election of the officers shall be made by majority vote of the Board of Directors at a regular meeting or special meeting called for the purpose of filling any vacancy or vacancies.

ARTICLE VII

The original officers of the corporation who shall serve until the first regular election shall be as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	H. M. Baker	Island Grove, Florida
Vice-President	J. C. Crosby	Island Grove, Florida
Secretary-Treasurer	Mrs. H. M. Baker	Island Grove, Florida,

provided, however, if the affairs of the corporation warrant it, the secretary-treasurer office may be divided and held by different parties or in the early development may be consolidated in one office and held by one person.

ARTICLE VIII

1. At the first meeting of the members, by-laws shall be adopted and approved by a majority vote of those members present; provided that for the purpose of doing business, a majority of the total membership present shall constitute a quorum, except that for the purpose of the first meeting, of the original membership must be present in person or by proxy.

2. The by-laws may be amended at any regular meeting of the members or at any special meeting provided written notice containing a copy of the proposed changes shall be sent to the members by the secretary-treasurer at least ten days prior to such special meeting.

ARTICLE IX

The amount of indebtedness to which the corporation may subject itself shall be limited to two-thirds the value of the property held by the corporation.

ARTICLE X

The value of the property which the corporation

shall be permitted to hold shall not be in excess of Fifty Thousand Dollars (\$50,000); providing, however, that more may be held with the approval of the circuit judge.

ARTICLE XI

1. The board of directors of the corporation shall be composed of five (5) to seven (7) members. The first board shall consist of five members but may be increased. Two of the first board shall be elected for three years; two for two years and one for one year, and thereafter election of members to the Board of Directors shall be for three years so as to give a continuity of experienced directors. Further they shall hold office for a term of one year in case of an election to fill a vacancy occurring during a term in which event the election shall be for the unexpired portion of the original term.

2. The board of directors shall have the administration of the corporate affairs and business of the association and shall manage and conduct the same subject to the provisions of these articles and of the by-laws.

3. The members of the board shall be elected by a majority vote of the members present at the regular meetings, a quorum for which shall be as provided in Article VIII, No. 1. The terms of office of the board members shall be one year. The first election shall be held on the second (2nd) Saturday of December, 1950.

4. The members of the original board of directors which shall serve until the first regular election shall be as follows:

<u>NAME</u>	<u>TERM</u>	<u>ADDRESS</u>
H. M. Baker	Three years	Island Grove, Florida
W. B. Abstein	Three years	Hawthorne, Florida
Mrs. H. M. Baker	Two years	Island Grove, Florida
J. C. Crosby	Two years	Island Grove, Florida
T. S. Gifford	Two years	Seaside, Florida

ARTICLE XII

BOOK 5 PAGE 111

These articles may be amended by majority vote of the members attending any regular or special meeting called for such a purpose, providing ten days written notice to the members is given by the secretary-treasurer.

In witness whereof, we the undersigned have hereunto set our hands and seals and have subscribed this certificate of incorporation in duplicate at Island Grove, in the County of Alachua, State of Florida, this 10th day of August, 1950.

H. M. Baker

W. R. Abstein

Mrs. H. M. Baker

J. L. Erwin

Turner J. Canon

AFFIDAVIT

BOOK

5 PAGE 112

STATE OF FLORIDA
COUNTY OF ALACHUA

Before me the undersigned personally appeared:
H. M. BAKER, W. R. ABSTEIN, MRS. H. M. BAKER, J. G. CROSBY
and TURNER Z CASON, who after being duly sworn, depose and
say that they are the subscribers to the foregoing certifi-
cate of incorporation of ANTIOCH CEMETERY INC., that they
executed said certificate for the uses and purposes therein
contained, and expressed as their free act and deed and they
intend in good faith to carry out the purposes and objects
set forth in the foregoing charter.

IN WITNESS WHEREOF I have hereunto set my hand and
seal at Island Grove, County of Alachua, State of Florida,
this 10th day of August, A.D., 1950.

E. A. Bay

Notary Public
State of Florida at Large

My Commission Expires:

Notary Public, State of Florida at Large.
My commission expires May 22, 1954.
Bonded by Mass. Bonding & Insurance Co.



J.K. "Buddy" Hoy, Clerk of the Circuit & County
Court, Eighth Judicial Circuit of Florida, in and
for Alachua County, hereby certifies that he has
read and correct copy of the document now
before me, which was read and sworn to
by the subscribers to the foregoing certificate
of incorporation of Antioch Cemetery Inc., and
that the same is a true and correct copy of
the original as the same appears in my Court
books.

J.K. "Buddy" Hoy
Deputy Clerk

STATE OF FLORIDA
COUNTY OF ALACHUA
THIS INSTRUMENT FILED AND RECORDED
ON 10 DAY OF August 1950 IN BOOK 5
PAGE 112
GEO. E. EVANS, CLERK OF THE COUNTY COURT
BY *[Signature]*

