

# No 07000007154

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## FLORIDA PROFIT/NON PROFIT CORPORATION

The Fitz and Fay John Family Foundation, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
THE FITZ AND FAY JOHN FAMILY FOUNDATION, INC.  
(A Corporation Not For Profit)**

**ARTICLE I  
CORPORATE NAME**

The name of this not for profit corporation is The Fitz and Fay John Family Foundation, Inc. (the "Corporation").

**ARTICLE II  
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III  
PRINCIPAL OFFICE**

The address of the principal office and the mailing address of the Corporation is 936 Canton Street, N.W., Palm Bay, Florida, 32907-7948.

**ARTICLE IV  
BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors consisting of not less than three (3) persons and not more than twenty-five (25). The number of members of the initial Board of Directors shall be eight (8). The number of members of the Board of Directors may be decreased or increased from time to time in accordance with the Bylaws of the Corporation. The manner in which the Directors are to be elected or appointed shall be stated in the Corporation's Bylaws.

The names and addresses of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Fay M. John	936 Canton Street, N.W. Palm Bay, Florida, 32907-7948
Catherine A. John	1100 Oak Tree Avenue Norman OK 73072
Julia E. John	10738 Lester Street Silver Spring MD 20902

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Sheila Y. Grant	1020 Venetian Drive, Unit 103 Melbourne, FL 32904
Rev. Richard Harding	51 Deaconess Road, #2A Concord, MA 01742
Rev. Dr. Glyger Glenroy Beach	4955 Edgecombe Avenue New York, NY 10030
Dr. George Mulrain	P.O. Box 9, Belmont St. Johns, Antigua, W.I.
Lesley G. Anderson	United Theological College of the West Indies Mona, Kingston 7, Jamaica

#### ARTICLE V GENERAL AND SPECIFIC PURPOSES

The charitable purposes of the Corporation are:

- (a) to receive contributions, donations and other gifts and grants of cash, assets, property, services or otherwise, including (without limitation) those designated for specified projects or programs, such designation to be made either by the donor, contributor or grantor or by the Board of Directors of the Corporation, related to supporting in particular **The Fitz John Memorial Institute for Local Preachers** (the "Institute") (or any successor organization thereto) and/or in general Methodist preachers residing in the Caribbean, and bettering the education, spiritual well-being, and/or societal conditions of persons residing in the Caribbean and supporting initiatives designed to improve or enrich living circumstances for the Caribbean people generally;
- (b) to apply for and receive grants, awards, gifts and other funds from foundations and other persons or entities to be used by the Institute to support Methodist preachers residing in the Caribbean, and to improve the education, spiritual well-being and/or societal conditions of persons residing in the Caribbean, all as the Board of Directors of the Corporation deem appropriate;
- (c) to donate or distribute to the Institute (i) monies that are undesignated as to use and (ii) monies that are designated for specified projects or programs at the Institute, such designation to be made by the donors or contributors or by the Board of Directors of the Corporation; and
- (d) to engage in any lawful act or activity for which corporations may be organized under the Florida Not For Profit Corporation Act but not for pecuniary profit, provided that the Corporation is not formed to engage in any act or activity which requires the consent or approval

of any state regulatory or governmental body without such consent or approval first being obtained.

#### **ARTICLE VI INUREMENT**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 V hereof.

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 or in opposition to any candidate for public office.

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

#### **ARTICLE VII REGISTERED AGENT AND OFFICE**

The address of the Corporation's registered office shall be 936 Canton Street, N.W., Palm Bay, Florida 32907-7948 and the name of its registered agent at said address shall be Mrs. Fay M. John.

#### **ARTICLE VIII OFFICERS**

The officers of the Corporation shall be a Chair of the Board, a President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time by resolution create. Any two or more offices may be held by the same person.

#### **ARTICLE IX INCORPORATOR**

The name and address of the Incorporator is Pamela K. Phillips, Esq., 50 N. Laura St., Suite 2800, Jacksonville, Florida 32202.

**ARTICLE X  
STOCK**

The Corporation shall be organized on a nonstock basis.

**ARTICLE XI  
MEMBERSHIP**

The Corporation shall not have members.

**ARTICLE XII  
BYLAWS**

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not For Profit Law of the State of Florida, the Bylaws of the Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth in the Bylaws.

**ARTICLE XIII  
DISSOLUTION OF THE CORPORATION**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

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 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 such purposes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18<sup>th</sup> day of July, 2007.

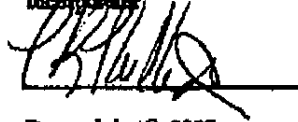
  
Pamela K. Phillips  
Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

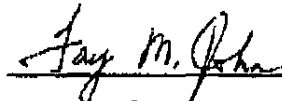
That The Fitz and Fay John Family Foundation, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the Palm Bay, Florida, has named Fay M. John, of 936 Canton Street, N.W., Palm Bay, Florida 32907-7948, as its agent to accept service of process within Florida.

Pamela K. Phillips  
Incorporator



Date: July 18, 2007

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Fay M. John hereby agrees to act in this capacity, and Fay M. John further agrees to comply with the provisions of all statutes relative to the proper and complete performance of her duties.



Date: July 18, 2007

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