

NO7000058416

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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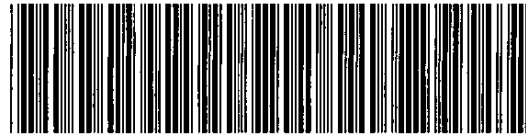
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FL

8/27/07

Justin M. Biance  
1332 Monticello Road  
Jacksonville, FL 32207

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

August 20, 2007

**RE: Not For Profit Incorporation**

To Whom It May Concern:

Please accept these articles of Incorporation and payment in pursuant to the provisions of Chapter 617, Florida Statutes: Not-for-profit organization status.

Filing Fee.....	\$35.00
Designation of Registered Agent	\$35.00
Certified Copy.....	\$8.75
Certificate of Status.....	<u>\$8.75</u>
TOTAL.....	\$87.50

Thank you,

  
Justin Biance

COVER LETTER

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

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

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Justin M. Biance  
Name (Printed or typed)

1332 Monticello Rd  
Address

Jacksonville, FL 32207  
City, State & Zip

904-524-0617  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION**  
In Compliance with Chapter 617, F.S., (Not for Profit)  
**Of**  
**FRATERNUS, INC.**

Pursuant to the provisions of Chapter 617, Florida Statutes, as named, the following are hereby adopted and filed as the Articles of Incorporation of this Florida Not For Profit Corporation:

**Article I    NAME**

The name of the corporation shall be:  
Fraternus, Inc.

**Article II    PRINCIPLE OFFICE**

The principal place of business and mailing address of this corporation shall be:  
1332 Monticello Road  
Jacksonville, FL 32207

**Article III    DURATION**

This Corporation is to commence its corporate existence on the date of filing by the Secretary of the State of Florida. This Corporation shall exist perpetually.

**Article IV    PURPOSE**

The purpose for which the corporation is organized is:

- A. Fraternus, Inc. provides a Christian youth ministry program called "Fraternus" (Latin for "Brotherhood") designed specifically for young men 11 years of age or in the 6<sup>th</sup> grade through 18 years of age or in the 12<sup>th</sup> grade. The Fraternus program develops character in its members through providing the opportunity to gain knowledge of, and practice the virtues of Chastity, Integrity, Discipleship, Faith, Hope, Charity, Prudence, Justice, Temperance and Courage. This is accomplished through weekly meetings consisting of scripture study, catechetical study, team building activities, prayer and fellowship.
- B. Fraternus, Inc. is organized exclusively for charitable, religious, educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- C. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Third 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

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TALLAHASSEE, FLORIDA

(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, 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.

- D. If reference to federal law in articles of incorporation imposes a limitation that is invalid in your state, you may wish to substitute the following for the last sentence of the preceding paragraph: "Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation."
- E. 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.

#### **Article V   MANAGEMENT OF CORPORATE AFFAIRS**

The powers of this corporation shall be exercised by, its properties managed by, and its business and affairs conducted by, a Board of Directors. Said Board of Directors shall consist of not less than three (3) persons. The number of Directors of this corporation and their manner of election shall be as designated in the Bylaws of the Corporation. Any and all powers conferred on or imposed upon this Board of Directors, shall be by a duly adopted resolution of the Directors or contained within the duly adopted Bylaws of the corporation.

#### **Article VI   MANNER OF ELECTION**

The powers of this Corporation shall be exercised by, its properties controlled and managed by, a Board of Directors. Said Board of Directors shall consist of not less than three (3) persons. Any and all powers and duties conferred on or imposed upon this Board of Directors shall be by a duly adopted resolution of the Directors.

Directors shall be elected to vacant board positions, by a simple majority vote (Greater than 50.0%) of existing board members. The Chairman reserves the right to appoint directors with consent of the President and one (1) other existing board member.

Should the Chairmanship position become vacant, the new Chairman shall be elected by a simple majority vote (Greater than 50.0%) of existing board members. The President reserves the right to appoint a new Chairman with the consent of at least two (2) other existing board members.

Should the office of President become vacant, the new President shall be elected by a simple majority vote (Greater than 50.0%) of existing board members. The reigning Chairman of the Board of Directors reserves the right to appoint the new President with the consent of at least two (2) other existing board members.

Any and all other officers shall be elected by a simple majority vote (Greater than 50.0%) of existing board members. The President reserves the right to appoint new officers with the consent of the Chairman of the Board of Directors and one (1) other existing board member.

#### **Article VII INITIAL DIRECTORS AND/OR OFFICERS**

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

Dr. Bob Schuchts, *Chairman of Board of Directors*  
215 E Tharpe Avenue  
Tallahassee, FL 32303

Mr. Justin M. Biance, *President & Member of Board of Directors*  
1332 Monticello Road  
Jacksonville, FL 32207

Mr. Paul T. MacAlester, *Vice President & Member of Board of Directors*  
2409 Fred Smith Road, Apt. A  
Tallahassee, FL 32303

Mr. Stephen T. Richardville, *Secretary & Member of Board of Directors*  
831 Winthrop Place  
Orlando, FL 32803

Mr. Jason C. Biance, *Treasurer & Member of Board of Directors*  
8200 White Falls Blvd. Unit #112  
Jacksonville, FL 32256

#### **Article VIII AMENDMENT OF ARTICLES**

These Articles of Incorporation may be repealed, altered or amended, and new provisions adopted, by a simple majority vote (Greater than 50.0%) of the Directors present at any regular meeting of the Directors or at any special meeting of the Directors called for that purpose at which a quorum is present.

**Article IX INITIAL REGISTERED AGENT AND STREET ADDRESS**

Justin M. Bianco  
1332 Monticello Road  
Jacksonville, FL 32207

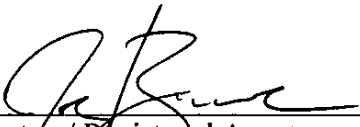
**Article X INCORPORATOR**

Justin M. Bianco  
1332 Monticello Road  
Jacksonville, FL 32207


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TALLAHASSEE, FL  
SECRETARY OF STATE

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Having been named as registered agent to accept service of process for the above 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.

  
\_\_\_\_\_  
Signature/ Registered Agent Justin M. Bianco

8/20/07  
Date

  
\_\_\_\_\_  
Signature/ Incorporator Justin M. Bianco

8/20/07  
Date