

ND7000008897

(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



800109115118

09/12/07--01002--020 **87.50

RECEIVED
07 SEP 11 PM 4:21
DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
2007 SEP 11 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cf. 9-11

COVER LETTER

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

SUBJECT: ANGLICAN ALLIANCE OF NORTH FLORIDA, 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: Thomas P. Crapps
Name (Printed or typed)

1114-P Thomasville Road
Address

Tallahassee, Florida 32303
City, State & Zip

850.222.1288
Daytime Telephone number

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

**ARTICLES OF INCORPORATION OF
ANGLICAN ALLIANCE OF NORTH FLORIDA, INC.
A FLORIDA NONPROFIT CORPORATION**

FILED
2007 SEP 11 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

Name

The name of this corporation is the Anglican Alliance of North Florida, Inc.

ARTICLE II.

Duration

The duration of this Corporation shall be perpetual, commencing with the filing of these Articles with the Department of State of the State of Florida. In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the, Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusively public purposes.

ARTICLE III.

Purposes

The primary purpose for which this Corporation is organized is to promote Christian fellowship and support the ministries of orthodox Anglican Churches through activities of prayer, sharing of ministries and raising money to support the member Churches. Anglican Alliance of North Florida, Inc. will conduct the following activities:

- A. Properties - To help member Churches construct, furnish, maintain, repair, purchase, rent, own or otherwise deal any type of property used by a member, and to help plant or begin new orthodox Anglican churches in North Florida and South Georgia.
- B. Outreach/Mission - To support and benefit the Christian mission of the member Churches throughout the world.
- C. Education - To support and benefit the Christian educational activities of its member Churches.

D. Worship/Music - To support and benefit the Christian worship activities of its member Churches.

The purpose of this Corporation is to attract contributions to be used for above described actions, but shall not be in substitution of the member Church's responsibilities to raise money to finance the normal operation of the activities of the church, such as salaries.

Donors may restrict their gifts to specific purposes consistent with the purposes of the Corporation, or the donor may make unrestricted gifts in which case the gift may be used at the discretion of the trustees, consistent with the bylaws of the Anglican Alliance of North Florida, Inc. which will be adopted at its initial meeting.

The Corporation may undertake any action necessary to further this general purpose.

The Corporation shall not, as its primary activity, engage in a regular business of a kind ordinarily carried on for profit. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.

ARTICLE IV.

Dedication of Assets

All of the funds and other property of this Corporation and any monies or other benefits from its operations shall be used solely for the charitable projects in furtherance of the purposes of the Corporation. No dividends shall be paid and no part of the income or other funds of the Corporation of any kind shall be used for the individual benefit of shareholders, directors, officers, employees or any other persons except as reasonable compensation for services rendered to the Corporation in carrying out one or more of its purposes or as reimbursement for expenses incurred in connection therewith.

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 (by publication or distribution of any statements or otherwise) in

any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the articles, the Corporation shall not carry on any other activity or 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Code), or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code).

ARTICLE V.

Membership

The initial Corporation membership will consist of Churches who are presently members of the Anglican Alliance of North Florida. Representatives to the Corporation shall be chosen by the Member Churches. The Church Members, who constitute the beginning of Members of the Anglican Alliance of North Florida, Inc., are the following, listed alphabetically:

- All Souls Anglican Church, Jacksonville.
- Anglican Beaches Church, Jacksonville.
- Calvary Anglican Church, Jacksonville.
- Christ's Anglican Church, High Springs.
- Christ Anglican Church (Anglican), Jacksonville.
- Church of the Good Samaritan (Anglican), Orange Park.
- Grace Church (Anglican), Orange Park.
- Holy Cross Anglican Church, Tallahassee.
- Holy Trinity, Fernandina.
- Nativity Church, Jacksonville.
- Church of the Redeemer, Jacksonville.
- Immanuel, Keystone Heights.
- Servants of Christ Anglican, Gainesville.
- St. Barnabas Church, Jacksonville.
- St. Luke's Community of Life, Tallahassee.
- St. Peter's Anglican Church, Macclenny.
- St. Peter's Anglican Church, Tallahassee.
- St. Teresa Episcopal Church, Tallahassee.
- Trinity Anglican, Thomasville, Georgia.

New Member Churches can be added to the Anglican Alliance of North Florida, Inc., consistent with the bylaws that will be enacted by the Corporation. Similarly, Member Churches can be removed or withdraw from the Anglican Alliance of North Florida, Inc.

pursuant to bylaws that will be enacted by the Corporation.

ARTICLE VI.

Location of Principal Office, Initial Registered Office and Name of Initial Registered Agent

The mailing and street address of the principal office of the Corporation is Anglican Alliance of North Florida, 901 Thomasville Road, Tallahassee, Florida 32303. The name and street address of the initial registered agent is the following: Rev. Eric Dudley, 901 Thomasville Road, Tallahassee, Florida 32303.

ARTICLE VII.

Initial Trustees

The names and address of each person who is to serve as an initial trustees will be determined at a formulation meeting. The initial Chair of the Trustees will be: Rev. Eric Dudley, St. Peter's Anglican Church, 901 Thomasville Road, Tallahassee, Florida 32303; Rev. James Hobby, Trinity Anglican Church, East Jackson Street, Thomasville, Georgia; and Rev. Neil LeBahr, 8535 Baymeadows Road, Suite 30, 31, Jacksonville, Florida.

ARTICLE VIII.

Incorporator

The name and address of the Incorporator of this Corporation is Thomas Crapps, 1114-P Thomasville Road, Tallahassee, Florida 32303.

ARTICLE IX.

Indemnification of Trustees and Officers

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Trustee or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Trustee, officer, employee or agent of the Corporation or any other corporation,

partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground or belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that may - such Trustee or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Trustee or officer seeks indemnification were properly incurred and that such Trustee or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the Board of Trustees that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking

by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

(e) The indemnification contained in this Article IX shall not constitute a waiver of the protection of Section 617.0285, Florida Statutes, or any other provision of law exonerating officers or trustees of Florida not for profit corporations from liability.

ARTICLE X.

Management of Corporate Affairs

(a) Board of Trustees: The power of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a board of trustees. The number of trustees of the Corporation shall be seven (7); provided, however, that such number may be changed by the addition of trustees by unanimous action of the trustees. The initial board of trustees shall consist of the persons named herein. Thereafter the board of trustees shall consist of such persons as may be chosen from time to time by a majority of the Member Churches. Each trustee shall serve until his successor is named by the board of trustees.

(b) Corporate Officers: The board of trustees shall elect such officers as the bylaws of this Corporation may authorize the trustees to elect from time to time. Such officers shall be initially elected at the organizational meeting of the board of trustees.

The undersigned, being the incorporator of this Corporation, for the purpose of forming this nonprofit corporation under the Laws of the State of Florida has executed these articles of incorporation on this September 11, 2007.

Thomas P. Crapps
Thomas P. Crapps
Incorporator

Date: 9/11/07

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.

Eric Dudley
Rev. Eric Dudley

Date: 9-11-07

FILED
2007 SEP 11 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA