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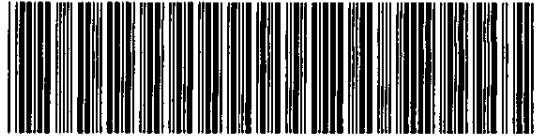
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## COVER LETTER

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

**SUBJECT:** FRIENDS OF YOUNGSTOWN COMMUNITY CEMETERY, 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: Jeffrey W. Brumlow  
Massey Stotser & Nichols, P.C.  
Name (Printed or typed)

1780 Gadsden Highway  
Address

Birmingham, Alabama 35235  
City, State & Zip

205-838-9000  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION  
OF  
FRIENDS OF YOUNGSTOWN COMMUNITY CEMETERY, INC.  
A Florida "Not for Profit" Corporation**

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

**Article I  
Name of Corporation**

The name of the corporation is **FRIENDS OF YOUNGSTOWN COMMUNITY CEMETERY, INC.**

**Article II  
Principal Office**

The principal office of the corporation is located at **1575 LEE AVE., TALLAHASSEE, FL 32303.**

**Article III  
Business Purpose**

The purpose of the Corporation is to promote the beautification and historical significance of the Youngstown Community Cemetery in Bay County, Florida through work projects and community education.

A. The corporation is to bring about the Beautification of the Youngstown Community Cemetery, Bay County, Florida. To this end, the exclusive purpose of this Corporation is to engage in charitable, educational, religious, or scientific activities, including, for such purpose, the making of distributions to organizations that qualify as exempt under of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

B. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purpose, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

**501(c)(3) LIMITATIONS**

A. **CORPORATE PURPOSE:** Notwithstanding any other provision of these articles, this organization shall not carry on activities that are not permitted to be carried on by an

organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code..

B. NO PRIVATE INUREMENT: The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

C. LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

D. DISSOLUTION: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

#### **Article IV Initial Registered Agent**

The name of the registered agent of the corporation is **PHYLLIS GRAHAM**. The address of this registered agent is **PHYLLIS GRAHAM, 1575 LEE AVE., TALLAHASSEE, FL 32303**.

#### **Article V Duration/Membership**

The period of duration is perpetual. There shall be no members of the Corporation.

#### **Article VI Board of Directors**

The method of selection of the Board of Directors and number of directors shall be stated in the bylaws, with a minimum number of 3. Vacancies on the Board of Directors shall be appointed by the Board of Directors. All Directors must have a relative by blood or marriage buried in the Youngstown Community Cemetery.

**Article VII  
Incorporator**

The name and address of the incorporator is:

**JUDY CAROL MILES  
1628 HIDEAWAY DRIVE  
BIRMINGHAM, ALABAMA 35235**

**Article VIII  
Indemnification**

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.


**EXECUTION**

These Articles of Incorporation are hereby executed by the incorporator on this 20<sup>th</sup> day of November, 2007.

  
JUDY CAROL MILES

**REGISTERED AGENT'S  
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for **FRIENDS OF YOUNGSTOWN  
COMMUNITY CEMETERY, INC.**, a Florida not for profit corporation.

  
ELETHA COBB

Date: 12-18-07