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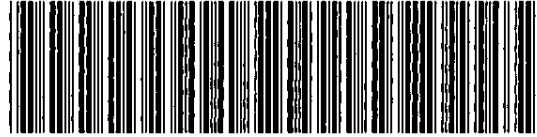
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FILED

2008 MAR 12 PM 4: 25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch MAR 12 2008

POOLE & POOLE, P.A.
Attorneys at Law
SUITE 200, ALLAN BUILDING
303 CENTRE STREET
FERNANDINA BEACH, FLORIDA 32034

WESLEY R. POOLE
H. PRICE POOLE, JR.
PAIGE P. POECHMANN*
*ADMITTED IN FL & MD
FRANCES G. BURGESS, C.L.A.

PLEASE REPLY TO:
POST OFFICE BOX 1280
FERNANDINA BEACH, FL 32035-1280
904/261-0742
FAX # 904/261-0745

March 10, 2008

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: **CW VISION, INC.**

Dear Sirs:

Enclosed are:

1. Our check in the amount of \$78.75; and
2. Original and one copy of Articles Of Incorporation for the above referenced not-for-profit corporation.

Please file and let us have your receipt therefor as soon as possible.

Thank you for your continued assistance.

Yours sincerely,


Wesley R. Poole

WRP\fgb
Enclosures

FILED

2008 MAR 12 PM 4: 25

ARTICLES OF INCORPORATION
OF
CW VISION, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

a Florida Corporation Not-For-Profit

In order to form a corporation under the Laws of Florida for the formation of corporations not-for-profit, we, the undersigned, hereby associate ourselves into a corporation for the purposes and with the powers herein specified, and to that end we do, by these Articles of Incorporation, set forth:

ARTICLE I
NAME

The name of the corporation shall be CW VISION, INC. (the "Corporation").

ARTICLE II
PURPOSE

The primary purpose of the corporation is to provide optical services to economically disadvantaged persons in Nassau County, Florida, and to accept, hold and administer property, both real and personal, by gift, bequest or devise, and to hold, administer and dispose of the same through a program to provide such services at no profit to the corporation, which will qualify it as an exempt organization under 26 USCA §501(c)(3). The corporation shall undertake the performance of and shall carry out the acts and duties incident to the administration, operation and management of the program in accordance with the terms, provisions and authorizations contained herein, and in the Bylaws established pursuant to the requirements of these Articles, and further, may exercise all powers granted to a corporation under the Act.

ARTICLE III
POWERS AND DUTIES

The Corporation shall have all those powers granted to corporations not for profit under applicable law that are necessary or appropriate to carry out the purposes of the Corporation set forth herein. No part of the net earnings of the Corporation shall

inure to the benefit of or be distributable to any director or officer of the Corporation or to any other private persons; provided, however, that reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of its purposes. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by a nonprofit corporation under the Florida Not for Profit Corporation Act, as amended.

ARTICLE IV **MEMBERSHIP**

The corporation shall not have members and shall not issue membership certificates.

ARTICLE V **EXISTENCE**

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Florida Secretary of State, Tallahassee, Florida. Upon the dissolution of the corporation's affairs, the Board of Directors shall, after paying or making provisions for payment of all liabilities of the corporation, distribute, transfer, convey, deliver and pay over all of the assets of the corporation then remaining in the hands of the corporation to a fund, foundation or corporation organized and operated for charitable or educational purposes designated by the board of directors which, at the time qualifies as a tax-exempt organization under 26 USCA §501(c)(3), or corresponding provisions of any subsequent federal tax laws. In the event that, for any reason, upon dissolution of the corporation, the Board of Directors shall fail to act in the manner herein provided within a reasonable period of time, the Senior Judge of the Circuit Court of the Fourth Judicial Circuit, State of Florida, shall make such distribution, exclusively upon the application of one or more persons having residence in the City of Fernandina Beach, Florida.

ARTICLE VI **PRINCIPAL OFFICE**

The principal office of the Corporation shall be located at 2920 Bailey Road, Fernandina Beach, FL 32034, but the Corporation may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors.

ARTICLE VII
DIRECTORS

The Corporation shall have a Board of Directors in which all powers of the Corporation shall be vested and which shall consist of not less than five (5) directors. The directors shall serve without compensation, except that they shall be reimbursed for their expenses incurred in and about the performance of their duties as directors. The elders and leaders of CHRISTWALK Church of Fernandina Beach shall appoint the directors and they shall be appointed so that they hold office for staggered three-year terms. Subsequent to the appointment of the original Board of Directors for the first term of office in the manner prescribed in this paragraph, as the term of office of each director expires, a successor director shall be appointed by the same appointment process used in the appointment of a particular director whose term has expired. In the event of a vacancy due to death, resignation or removal of a director, then a successor shall be appointed to complete the remainder of the term by the same appointment process by which such deceased, resigned or removed director was appointed. If at the expiration of any term of office of any director a successor thereto shall not have been appointed, then the director whose term of office shall have expired shall continue to hold office until a successor is appointed.

The names and addresses of the members of the first Board of Directors who, subject to the provisions of the laws of Florida, these Articles of Incorporation and the Bylaws, shall hold office for the initial terms as hereinbelow designated, and thereafter until their successors are elected and have qualified, are as follows:

<u>Name of Director</u>	<u>Address</u>	<u>Initial Term</u>
Phillip Allen	95043 Sandpiper Loop Fernandina Beach, FL 32034	3 yrs.
Jeffrey Boyd	2001 Spring Meadows Court St. Augustine, FL 32092	2 yrs.
Jack Gartner	939 North Magnolia Ave. Ocala, FL 34475	1 yr.
Matthew Hampton	76162 Longpond Loop Yulee, FL 32041	1 yr.
Susan Holden-Dodge	11 South 11 th Street Fernandina Beach, FL 32034	2 yrs.

James D. Chamberlain

28681 Grandview Manor
Yulee, FL 32097

3 yrs.

ARTICLE VIII
REMOVAL OF DIRECTORS

Any director appointed to the Board of Directors may be removed therefrom with or without cause by the elders and leaders of CHRISTWALK Church of Fernandina Beach, in the manner provided by Florida Statutes.

ARTICLE IX
LIABILITY

In addition to all immunities and protection against liability otherwise afforded by law to the directors of the Corporation, no director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate any liability which a director might otherwise have:

- (A) for any appropriation in violation of the director's duties, of any business opportunity of the Corporation;
- (B) for any acts or omissions which involve intentional misconduct or a knowing violation of the law;
- (C) for the types of liability set forth in Section 617.0834, Florida Statutes, as amended; or
- (D) for any transaction from which the director received an improper personal benefit; provided that the provisions of this Article IX shall not eliminate or limit any liability which a director might otherwise have for any act or omission prior to the effective date of these Articles of Incorporation.

ARTICLE X
INCORPORATORS

The Incorporator under these Articles of Incorporation and his respective address, is set forth below:

Wesley R. Poole
303 Centre Street
Fernandina Beach, FL 32034

ARTICLE XI
BYLAWS

The original Bylaws of the Corporation shall be adopted by a majority vote of the Board of Directors of the Corporation at a meeting at which a majority of the Board of Directors is present, and, thereafter, the Bylaws may be altered or rescinded only by affirmative vote of three-fifths (3/5) of the votes entitled to be cast by the directors.

ARTICLE XII
NON-RELIGIOUS PURPOSE

The Corporation is not a religious corporation.

IN WITNESS WHEREOF, the Incorporator hereof has hereunto set his hand and seal this 10th day of March, 2008.



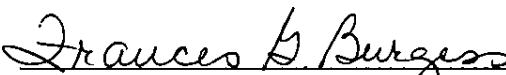
WESLEY R. POOLE
Incorporator

STATE OF FLORIDA
COUNTY OF NASSAU

The foregoing instrument was acknowledged before me this 10th day of March, 2008, by WESLEY R. POOLE, who ☒ is personally known to me or ☐ produced _____ as identification.



FRANCES G. BURGESS
Commission DD 634049
Expires March 16, 2011
Bonded Thru Troy Fish Insurance 800-585-7010



Name: **FRANCES G. BURGESS**
Notary Public, State of Florida
My Commission Expires:

CERTIFICATE OF 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:

CW VISION, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS
AT 2920 BAILEY ROAD, FERNANDINA BEACH, FLORIDA 32034, HAS NAMED
WESLEY R. POOLE, LOCATED AT 303 CENTRE STREET, SUITE 200,
FERNANDINA BEACH, FLORIDA 32034, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

CW VISION, INC.

By: Wesley R Poole
Wesley R. Poole
Incorporator

DATED: March 10, 2008

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

Wesley R Poole
WESLEY R. POOLE
Resident Agent

DATED: March 10, 2008

CORP /CWVISION.ART