

7/15/08

17725 NW 66 Court Circle
Miami, FL33015

July 9, 2008

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

08 JUL 14 AM 8:48

Florida Department of State
Division of Corporations
Corporate Filings
P. O. Box 6327
Tallahassee, FL32314

Dear Sir:

Enclosed are the following:

- (1) A signed copy of the Articles of Incorporation for the Friendship Cemetery, Inc.
- (2) A check for \$78.75 to cover the cost of the filing fee - \$35.00; Register Agent designation - \$35.00; and obtaining a certified copy of the Articles of Incorporation - \$8.75.

I can be reached via my cell phone if you have questions during the next two weeks. The number is (386) 303-1387. My contact number in Miami is (305) 820 - 1346

Thank you.

Yours truly,



Castell Vaughn Bryant

Enclosures: Articles of Incorporation of Friendship Cemetery, Inc.
Check 1009 for \$ 78.75

**ARTICLES OF INCORPORATION
OF
FRIENDSHIP CEMETERY, INC.**

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The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE I – NAME

The name of the Corporation is the Friendship Cemetery, Inc. (the "Corporation").

**ARTICLE II – PRINCIPAL PLACE OF BUSINESS
AND MAILING ADDRESS**

The address of the Corporation's principal office is 102 SW 6th Avenue, Jasper, FL 32052. Mailing address: P. O. Box 60 Jasper, FL 32052

ARTICLE III – PURPOSES AND POWERS

A. This corporation is organized and shall operate exclusively for charitable, educational, and scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (the "Code"). The primary purpose of the corporation is to maintain, develop and operate the Friendship Cemetery (Cemetery), a cemetery located in Hamilton County, Florida, and to sell or lease cemetery plots and graves, and to repurchase cemetery plots and graves. It should be further noted that this Cemetery was developed and organized in October, 1973 by the late Otis Lee, Sr., Seth Peterson, Sr., John Raymond, Martin Sealey and Joseph Vaughn, Sr., of Hamilton County, Florida, to provide burial sites for members of the former Friendship AME Church and their families; and citizens of Hamilton County and their families. The heirs of the above named individuals have continuously maintained the Cemetery.

1. The purposes of the corporation shall however, be limited in all events to exempt purposes described in 501(c) (3) of the Code, as amended. Furthermore, this corporation may engage in only activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes. In furtherance of its exempt purposes the corporation may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

B. As means and incidental to accomplishing the purposes for which this corporation is being operated, it shall have the following powers:

1. To acquire, own, use, sell, mortgage, lease or otherwise dispose of real and personal property necessary or proper for the accomplishment of any of the above stated purposes and powers;

2. To sell, exchange, convey, lease, transfer or otherwise dispose for the purposes set forth above such funds or property, as may from time to time be given to it by any person, persons, or corporations, or earned by it in its activities; and as may be prescribed by law; and

3. In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes set forth above or necessary or incidental to the powers as conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

C. Notwithstanding anything herein to the contrary, this corporation may exercise only powers as are in furtherance of the exempt purposes of organizations set forth in Section 501 (c)(3) of the Code and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

ARTICLE IV – LIMITATIONS OF POWERS

Notwithstanding any powers granted to the Corporation by its Articles, Bylaws, or by the laws of the State of Florida, the following limitations of powers shall apply and be paramount:

a. No part of this assets, income or profits of the Corporation shall be distributed to, or inure to the benefit of, its members, directors or officers or any private individual, in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501 (c) (3) of the Code, as amended. However, the Corporation shall be authorized and empowered to pay reasonable compensation to its employees or consultants, if any, for services rendered and to make reasonable payments and distributions in furtherance of the purposes set forth herein.

b. No part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent permitted by the Code and directly related to the Corporation's charitable purposes.

c. The Corporation shall not participate in or intervene, including the publication or distribution of statements, any political campaign on behalf of or in opposition to any candidate for public office.

d. Notwithstanding any other provision hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under Section 501(c) (3) of the Code or by an organization, contributions in which are deductible under Section 170 (c) (2) of the Code of 1954, as now or hereafter amended.

ARTICLE V – MEMBERS

The corporation shall have no members.

ARTICLE VI – BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by or under the direction of a Board of Directors. At all times, there shall be at least four (4) but not more than five (5) directors who shall be heirs or descendants of the original developers and organizers of the Cemetery as provided by Article III of these articles. The names and addresses of the persons who shall serve as the initial directors of the Corporation are as follows:

James Lee
P. O. Box 63
Jasper, FL32052

Hattie M. Sealey
P. O. Box 514
Jasper, FL3205

Castell Vaughn Bryant
17725 NW 66 Court Circle
Miami, FL33015

E. Lewis Vaughn
P. O. Box 60
Jasper, FL32052

ARTICLE VII – OFFICERS

The officers and their qualifications, the time and manner of electing, rotating and appointing them, the duties and the term of office, and the manner of removing officers shall be as set forth in the Bylaws.

ARTICLE VIII – AMENDMENTS

The Board of Directors of the Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereafter provided by Florida law.

ARTICLE IX – BYLAWS

Bylaws, not inconsistent with law or these Articles, shall be adopted by the Board of Directors to provide for the administration of the affairs of the Corporation and the exercise of its corporate powers.

ARTICLE X – INCORPORATOR

The name and address of the incorporator for these Articles of Incorporation are:

Dr. Castell Vaughn Bryant
17725 NW 66 Court Circle
Miami, FL33015

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 9th day of July 2008.


Castell Vaughn Bryant

ARTICLE XI – DISSOLUTION

In the event of dissolution of the Corporation, the winding up of its affairs, and after payment or making provision for payment of liabilities and obligations of the Corporation, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed to an organization or organizations exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE XII – INITIAL REGISTERED AGENT AND ADDRESS

The name and the address of the initial registered agent are:

Dr. Castell Vaughn Bryant
17725 NW 66 Court Circle
Miami, FL 33015

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the Friendship Cemetery, Inc., the undersigned accepts such appointment, as registered agent and agree to act in this capacity. I am familiar with and will comply with the provisions of all statutes relating to the proper and complete performance of my duties and I accept the obligations and duties of the registered agent of the Corporation.

Dated this 9th day of July, 2008.


Castell Vaughn Bryant

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