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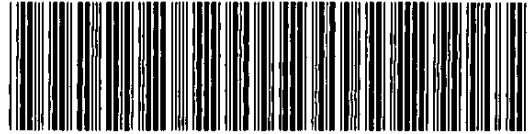
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08 OCT 22 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TRANSMITTAL MEMORANDUM

To: Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

Date: October 13, 2008

Re: GENEVA CEMETERY  
ASSOCIATION, INC.

File No. W-60,750

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DOCUMENTS OR PAPERS LISTED BELOW ARE ENCLOSED:

1. Original Articles of Incorporation; and
2. Check for \$78.75 for filing and certified copy fee.

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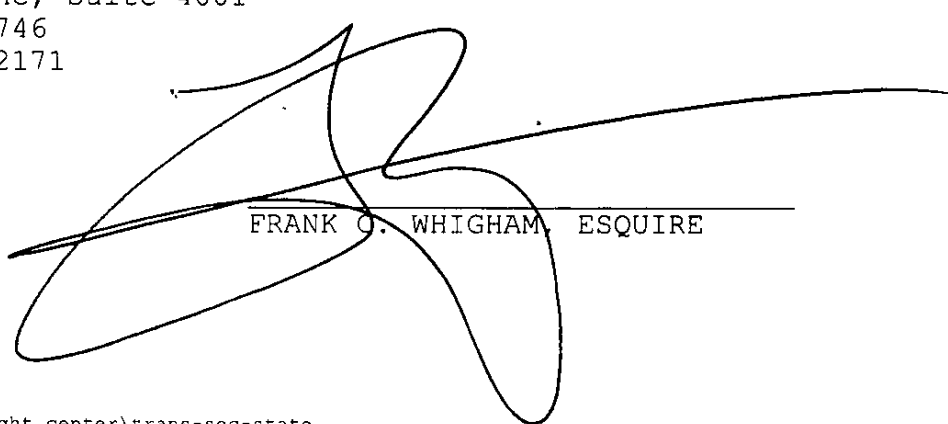
PLEASE TAKE THE FOLLOWING ACTION:

Please file the Articles and forward a certified copy to our office.

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THANK YOU.

STENSTROM, McINTOSH, COLBERT,  
WHIGHAM & PARTLOW, P.A.  
1001 Heathrow Park Lane, Suite 4001  
Lake Mary, Florida 32746  
Telephone: (407) 322-2171



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FRANK O. WHIGHAM ESQUIRE

**ARTICLES OF INCORPORATION  
OF  
GENEVA CEMETERY ASSOCIATION, INC.  
(A Florida Nonprofit Corporation)**

**FILED**

OCT 22 PM 3:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, desiring to associate for the purpose of forming a Corporation not for profit under the provisions of Chapter 617, Florida Statutes, do hereby agree to the following:

**ARTICLE I - NAME AND ADDRESS**

The Name of this Corporation is **GENEVA CEMETERY ASSOCIATION, INC.**, sometimes hereinafter referred to as the "Corporation".

The principal office and mailing address of the Corporation shall be located at 522 Cemetery Road, Geneva, FL 32732. The Corporation may also have offices at such other places within or without the State of Florida as its business requires.

**ARTICLE II - PURPOSES**

The purposes for which the Corporation are organized are:  
The Corporation will have the purposes and/or powers as may be stated in these Articles of Incorporation, and such powers as are now or may be granted hereafter by law. The purposes shall specifically but not be limited to the following:

1. Owing and maintaining the cemetery in Geneva, Florida, known as "The Geneva Cemetery", hereinafter referred to as the "Cemetery".

2. To provide for the collection and management of funds for the preservation, care, improvement and maintenance of the

Cemetery.

3. To sell, purchase and acquire such property, real and personal, as may be necessary for carrying out of the general purposes declared herein.

3. Transferring right to plots in the Cemetery.

4. That the activities of the Corporation shall be limited to those permitted under Section 501 (c) (3) of the Internal Revenue Code of the United States of America.

5. In addition to the foregoing, the Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, including without limitation, the specific power and authority to engage in the following:

### **ARTICLE III - DIRECTORS**

The manner of the election of the Board of Directors shall be as stated and provided for in the By-Laws of the Corporation. The name and addresses of the initial directors of the Corporation shall be:

- |                     |  |
|---------------------|--|
| 1. Lorraine Whiting | P. O. Box 155<br>Geneva, FL 32732        |
| 2. Helen Alderman   | P.O. Box 1129<br>Geneva, FL 32732        |
| 3. Stephen P. Smith | P. O. Box 1900<br>Oviedo, FL 32762       |
| 4. Tracey Whiting   | P.O. Box 1129<br>Geneva, FL 32732        |
| 5. Robert J. Hughes | 1305 North Hart Road<br>Geneva, FL 32732 |

#### ARTICLE IV - DURATION

The period of duration of the Corporation shall be perpetual.

#### ARTICLE V - NONSTOCK NONPROFIT CORPORATION

This Corporation shall be nonstock, and no dividends or pecuniary profits shall be declared or paid to the members thereof. No part of the earnings or income of the corporation shall inure to the benefit of or be distributed to any member, director, officer or individual, except that this 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 herein. The balance of all money received by the Corporation, after payment in full of all debts and obligations of the Corporation of whatsoever kind or nature, shall be used exclusively for carrying out the purposes of the Corporation.

#### ARTICLE VI - SUBSCRIBERS - INCORPORATORS

The names and residences of the subscribers/incorporators are as follows:

<u>NAME:</u>	<u>RESIDENCE:</u>
Lorraine Whiting	P.O. Box 155 Geneva, FL 32732
Helen Alderman	P.O. Box 18 Geneva, FL 32732
Stephen P. Smith	522 Cemetery Road Geneva, FL 32732
Tracey Whiting	P.O. Box 1129 Geneva, FL 32732
Robert J. Hughes	1305 North Hart Road Geneva, FL 32732

**ARTICLE VII - NAME AND ADDRESS OF INITIAL REGISTERED AGENT**

The name of the initial Registered Agent of this Corporation is **Stephen P. Smith**. The street address of the initial registered office of this Corporation is **522 Cemetery Road, Geneva, FL 32732**.

**ARTICLE VIII - BYLAWS**

The bylaws of the Corporation are to be made, altered or rescinded by the Board of Directors.

**ARTICLE IX - AMENDMENT**

Amendments to the Articles of Incorporation may be proposed by the Board of Directors and adopted upon the majority vote of the Board of Directors.

**ARTICLE X**

No person, firm or Corporation shall ever receive any dividends or profits from the undertaking of this Corporation and upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which are qualified for exemption under Section 501 (c) (3) of the Internal Revenue Code, or to the Federal Government, or to a state or local government, for a public purpose, none of the assets shall be distributed to any member, officer or trustee of this Corporation. Notwithstanding any other provision of these articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a Corporation exempt from federal income tax under Section 501 (c)

(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue laws, or (b) a Corporation, contributions to which are the deductible under Section 170 (c) (2) or the Internal Revenue Code of 1954, or any other corresponding provisions of any future United States Internal Revenue Law, and in addition, notwithstanding any other provisions of these articles, this Corporation is formed exclusively for charitable and educational purposes.

IN WITNESS WHEREOF, the undersigned subscribing incorporators have executed these Articles of Incorporation, this 28 day of September, 2008.

Lorraine H. Whiting  
Lorraine Whiting

Helen Alderman  
Helen Alderman

Stephen P. Smith  
Stephen P. Smith


Tracy R. Whiting  
Tracy Whiting

Robert J. Hughes  
Robert J. Hughes

STATE OF FLORIDA )  
COUNTY OF SEMINOLE )

The forgoing Articles of Incorporation was acknowledged to me by Lorraine Whiting, Helen Alderman, Stephen P. Smith, and Tracy R. Whiting, who are personally known to me or who have produced \_\_\_\_\_ as identification and who did take an oath, this 28<sup>th</sup> day of SEPTEMBER, 2008.

(Affix notary seal)

NOTARY PUBLIC-STATE OF FLORIDA  
 Rayna W. Koestring  
Commission # DD549574  
My Comm. Expires: 05/08/2010

Rayna W. Koestring  
Notary Public; State of Florida  
Print Name: RAYNA W. KOESTRING

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:**

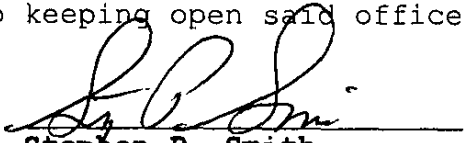
~~ST. JOHNS RIVER FESTIVAL OF THE ARTS IN HISTORIC SANFORD, INC.~~ *R&H J.W. #2 3.3 L.Y.W*

The following is submitted in compliance with the provisions of Chapter 617 of the Florida Statutes:

**FIRST:** That **GENEVA CEMETERY ASSOCIATION, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at \_\_\_\_\_, Geneva, FL 32732; has named **STEPHEN P. SMITH** of 522 Cemetery Road, Geneva, FL 32732, as its Registered Agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept services of process for the above entitled Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
Stephen P. Smith  
Registered Agent

**FILED**  
08 OCT 22 PM 3:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA