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FLORIDA PROFIT/NON PROFIT CORPORATION

CGC CHARITIES, INC.

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ARTICLES OF INCORPORATION
OF
CGC CHARITIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation not for profit under the laws of Florida, pursuant to Chapter 617, *Florida Statutes*, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME AND ADDRESS

Section 1.1 Name The name of the corporation is CGC Charities, Inc.

Section 1.2 Principal Office and Mailing Address of the Corporation. The mailing address and principal office of the corporation are 333 East Ashley Street, Jacksonville, FL 32202.

ARTICLE II
PURPOSES

Section 2.1 Purposes. The corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, to qualify as a supporting organization under Section 509(a)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Specifically, the corporation is organized to operate exclusively for the benefit of Cathedral Gerontology Center, Inc., a tax-exempt organization qualified under Section 501(c)(3) of the Internal Revenue Code. Cathedral Gerontology Center, Inc. is a charitable organization dedicated to the advancement of the welfare of mankind through ownership, operation, administration, and management of housing and providing programs for aged, sick, handicapped, poor, and other needy persons.

ARTICLE III
BOARD OF DIRECTORS

Section 3.1 Corporate Affairs. The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of this corporation.

Section 3.2 Election. Directors shall be elected in the manner set forth in the Bylaws of the corporation.

Section 3.3 Number. This corporation shall have no fewer than three (3) nor more than twenty-five (25) directors, as determined from time to time and as provided in the Bylaws of the corporation.

Section 3.4 **Names and Addresses of Initial Directors.** The names and addresses of the persons who are to serve as the initial Directors of the corporation until the election or appointment of successors are as follows:

John T. Sefton	One Independent Dr., Suite 1300, Jacksonville, FL 32202-5017
Denise Watson-Gilbreath	218 Ashley St., Jacksonville, FL 32202
Gilbert P. Wright, Jr.	76 S Laura St., Suite 590, Jacksonville, FL 32202

ARTICLE IV LIMITATIONS

Section 4.1 **Limitations on Actions.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any member, director, officer or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to confer benefits on its members in conformity with the purposes set forth in Section 2.1 of these Articles. 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 in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other 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, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V DISSOLUTION

Section 5.1 **Dissolution.** Upon the dissolution of the corporation, assets shall be distributed to one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a local or state government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

Section 6.1 **Name and Address.** The street address of the initial registered office of this corporation is: One Independent Drive, Suite 1300, Jacksonville, Florida 32202-5017, and the name of the initial registered agent of this corporation at that address is: F&L Corp.

**ARTICLE VII
INCORPORATOR**

Section 7.1 Name and Address. The name and street address of the incorporator of the corporation are as follows:

John T. Sefton, Esq.
One Independent Drive
Suite 1300
Jacksonville, Florida 32202-5017.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation for the purposes therein set forth, all as of the 26th day of November, 2008.


Name: John T. Sefton, Esq.
Its: Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, the undersigned resident corporation, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties. It is familiar with and accepts the obligations of a registered agent.

F&L Corp.

By: Charles V. Hedrick
Charles V. Hedrick, Esq.
Authorized Signatory

Dated: December 1, 2008

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