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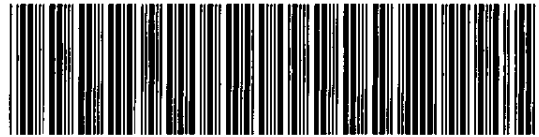
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TALLAHASSEE, FLORIDA

EP 1/20/09



GUNSTER

ATTORNEYS AT LAW

Michael Cavendish
mcavendish@gunster.com

January 26, 2009

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: *Filing of Articles of Incorporation for new nonprofit corporation*
Proposed Corporate Name: Cavendish Trust Incorporated

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation and a check for \$87.50 (Filing Fee, Certified Copy, and Certificate).

Also enclosed is an original and one copy of a Notice of Assignment and Grant of License pertaining to the existing registered Florida fictitious name "Cavendish Trust."

Yours sincerely,

Michael Cavendish

MC/kn

Encl. ☒

No. Encl. ☐

cc:

Distribution List

**ARTICLES OF INCORPORATION
OF
CAVENDISH TRUST INCORPORATED
(A Florida Nonprofit Corporation)**

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Pursuant to the provisions of Chapter 617, Florida Statutes, as amended ("Florida Nonprofit Corporation Act"), the undersigned Corporation executes the following Articles of Incorporation.

1. The name of the Corporation is Cavendish Trust Incorporated.
2. There are no former names of the Corporation.
3. The trade or short name used by the Corporation is Cavendish Trust.
4. The Corporation is organized and shall exist as a youth charity serving Jacksonville, Florida and its surrounding environs.

The following shall be the Articles of Incorporation for the Corporation:

ARTICLE I

The name of the corporation (the "Corporation") is CAVENDISH TRUST INCORPORATED.

The duration of the Corporation is perpetual.

ARTICLE II

The principal place of business of the Corporation is 3653 Hollingsworth Avenue, Jacksonville, Florida 32205.

The mailing address of the Corporation is **PO Box 2006, Jacksonville, Florida 32203-2006.**

ARTICLE III

The purposes for which the Corporation is organized and operated are to engage exclusively in such charitable and educational activities as may qualify it for exemption from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of subsequent federal tax laws) (the "Code") not inconsistent with these Articles, the Florida Nonprofit Corporation Act or other applicable law. The specific purposes ("Specific Purposes") for which the Corporation is organized include:

- A. To promote the educational development of the youth of Jacksonville, Florida and its surrounding environs in the disciplines of the Fine Arts and in the STEM (Science, Technology, Engineering, Math) disciplines.

B. To promote and facilitate investment of private and public capital in the form of microfinance loans to individual youths engaged in a course of artistic or scientific personal educational development toward the end of fostering the realization of new artistic and scientific talents within the Jacksonville, Florida community and its surrounding communities.

C. To provide opportunity for artistic and scientific development to youth residing in low-income or economically disadvantaged surroundings in accordance with the standards of quality and excellence found within the professional training pedagogies of the Fine Arts and the STEM disciplines.

D. To serve as a model in the United States for the charitable and educational improvement of the youth of a major metropolitan community.

In furtherance of the above, the Corporation shall have the power to (i) solicit and accept donations of funds or property, whether real or personal, or any interest therein, wherever situated, (ii) maintain control and discretion over the use of funds received by the Corporation, and (iii) monitor the use of funds made available by the Corporation to assure that the funds are used in conformity with the intended purposes and to do any and all lawful acts that may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the foregoing Specific Purposes of the Corporation.

ARTICLE IV

Directors of the Corporation are appointed in the manner provided for in the Corporation's Bylaws.

ARTICLE V

The Corporation is organized upon a non-stock, directorship basis. The business and affairs of the Corporation shall be under the management and strategic direction of a Board of Directors. No Director shall have any right, title, or interest in or to any property of the Corporation. The initial Directors of the Corporation are:

Michele L. Cavendish, 137 West Adams Street, Jacksonville, FL 32202

Jim A. Frias, 6743 Southpoint Dr. N, Jacksonville, FL 32216

~~Matthew G. Breuer, One Independent Drive, Suite 1300, Jacksonville, FL 32202~~

Glen A. McClary, 201 North Hogan Street, Suite 400, Jacksonville, FL 32202

Chris Brown, 1650 Margaret Street, Suite 302, PMB 129, Jacksonville, FL 32202

Directors shall serve and be reappointed or replaced as provided in the Corporation's Bylaws. The Directors may appoint officers from time to time as provided in the Corporation's Bylaws. The initial Officer of the Corporation is:

Michael Cavendish, 225 Water Street, Suite 1750, Jacksonville, FL 32202

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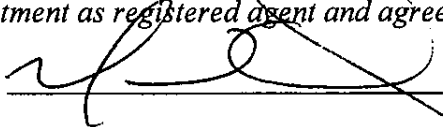
ARTICLE VI

The name and street address of the initial registered agent of the Corporation is:

Michael Cavendish, 225 Water Street, Suite 1750, Jacksonville, FL 32202

Acknowledgement and Acceptance:

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Michael Cavendish, Registered Agent

1-26-09

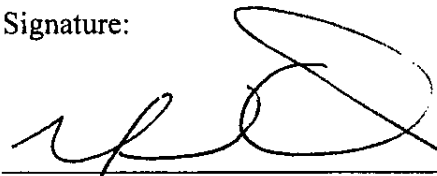
Date

ARTICLE VII

The name and address of the Incorporator is:

Michael Cavendish, 225 Water Street, Suite 1750, Jacksonville, FL 32202

Signature:



Michael Cavendish

1-26-09

Date

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ARTICLE VIII

The Corporation shall be funded by contributions, donations, grants and other bequests from individuals, organizations and other entities, both public and private, and other sources, which may be available.

ARTICLE IX

The internal affairs of the Corporation shall be regulated by the Bylaws. The power to amend or repeal the Bylaws shall be vested in the Board of Directors except to the extent otherwise provided by law.

ARTICLE X

At all times, notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, or any other provision of these Articles:

A. The Corporation is irrevocably dedicated to and operated exclusively for nonprofit purposes; and no part of the income, assets, or the net earnings of the Corporation shall be distributed to, nor inure to the benefit of, any individual, including but not limited to the Corporation's Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to purchase goods and services in commerce in furtherance of its exempt purposes.

B. No 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 (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income taxation under Code Section 501(c)(3), or (2) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

C. Notwithstanding any other provision of these Articles, if at any time or times the Corporation is a private foundation within the meaning of Code Section 509, then during such time or times:

- (1) The Corporation shall not engage in any act of self-dealing as defined in Code Section 4941;
- (2) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to the tax on undistributed income imposed by Code Section 4942;
- (3) The Corporation shall not retain any excess business holdings as defined in Code Section 4943;
- (4) The Corporation shall not make any investments in such a manner as to subject the Corporation to tax under Code Section 4944; and
- (5) The Corporation shall not make any taxable expenditures as defined in Code Section 4945.

ARTICLE XI

The private property, both real and personal, of the Directors and officers of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

A. A volunteer Director of the Corporation shall not receive anything of value from the Corporation for serving as a Director.

B. The Corporation assumes all liability to any person other than the Corporation for all acts or omissions of a volunteer Director occurring on or after the filing of these Articles.

C. In the event the Florida Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Nonprofit Corporation Act, as so amended. Any repeal, modification or adoption of any provision in these Articles with this Article shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal, modification or adoption.

ARTICLE XII

The Corporation shall indemnify its Directors, officers, employees and agents to the fullest extent permitted by the Florida Nonprofit Corporation Act.

ARTICLE XIII

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the Corporation's remaining assets exclusively for the purposes of the Corporation or distribute the assets to an organization or organizations organized and operated exclusively for charitable or educational purposes as shall, at that time, qualify for exemption under Code Section 501(c)(3), as the Directors shall determine. Any such assets not so disposed of shall be disposed of by the Duval County, Florida Circuit Court, to be used exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

These Articles of Incorporation were duly adopted on the date set forth below in accordance with applicable law.

Signed this 26th day of January, 2009

By: 

Michael Cavendish
Incorporator

DOCUMENT TO BE RETURNED TO:

Michael Cavendish, Registered Agent

225 Water Street, Suite 1750, Jacksonville, Florida 32202-5185, (904) 354-1980

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