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DIVISION OF CORPORATIONS  
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W090000005285

MD 2/6

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** ANCIENT CITY ENTERPRISE CENTER, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Jo MCINTIRE  
Name (Printed or typed)

1100-4 Ponce de Leon Blvd, South  
Address

Saint Augustine, FL 32084  
City, State & Zip

904 461 3175 or John Wood at 904 826 0096  
Daytime Telephone number

**NOTE:** Please provide the original and one copy of the articles.

AFFIDAVIT

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

SUBJECT

ANCIENT CITY ENTERPRISE CENTER LLC  
ANCIENT CITY ENTERPRISE CENTER INC

We are the LLC (L09000007663 1/23/09 ) that is being dissolved therefore we are releasing the name to the non-profit INC.

---

Jo D McIntire



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 3, 2009

JO MCINTIRE  
1100-4 PONCE DE LEON BLVD. SOUTH  
SAINT AUGUSTINE, FL 32084

SUBJECT: ANCIENT CITY ENTERPRISES CENTER, INC.  
Ref. Number: W09000005285

We have received your document for ANCIENT CITY ENTERPRISES CENTER, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

The registered agent must sign accepting the designation.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6062.

Eula Peterson  
Regulatory Specialist II  
New Filing Section

Letter Number: 509A00003878

**ARTICLES OF INCORPORATION**  
In Compliance with Chapter 617, F.S., (Not for Profit)

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**ARTICLE I NAME**

The name of the corporation shall be:

ANCIENT CITY ENTERPRISE CENTER, INC.

**ARTICLE II PRINCIPAL OFFICE**

The principal street address and mailing address, if different is:

1100-4 Ponce de Leon Blvd, South  
Saint Augustine, FL 32084

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

The specific purpose or purposes for which the corporation is organized is to work within President Obama's national directive, "pick ourselves up, dust ourselves off, and begin again the work of remaking America". *SEE ATTACHED*

**ARTICLE IV MANNER OF ELECTION**

The manner in which the directors are elected or appointed:

Resolution at Special meeting.

**ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS**

List name(s), address(es) and specific title(s):

Jo D McIntire, 1100-4 Ponce de Leon Blvd South, Saint Augustine, FL 32084 PRESIDENT  
Jonathan M Wood, 1100-4 Ponce de Leon Blvd South, Saint Augustine, FL 32084 TREASURER  
Sally Pagliuca, 1100-4 Ponce de Leon Blvd South, Saint Augustine, FL 32084 SECRETARY  
Jane M Wood, 1100-4 Ponce de Leon Blvd South, Saint Augustine, FL 32084 VICE PRESIDENT

**ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Jo D McIntire  
1100-4 Ponce de Leon Blvd, South  
St. Augustine, FL 32084

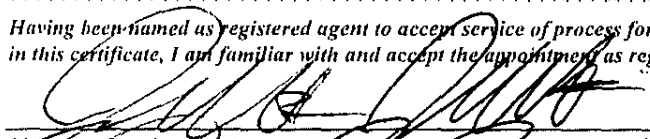
**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

Jo D McIntire  
1100-4 Ponce de Leon Blvd, South  
St. Augustine, FL 32084

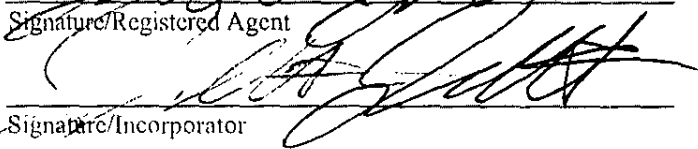
\*\*\*\*\*

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.

  
\_\_\_\_\_  
Signature/Registered Agent

January 30, 2009

\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Signature/Incorporator

January 30, 2009

\_\_\_\_\_  
Date

# ANCIENT CITY ENTERPRISE CENTER, INC.

## Complete Article III

### Article III:

The specific purpose or purposes for which the corporation is organized is to work within the national directive, "pick ourselves up, dust ourselves off, and begin again the work of remaking America".

The corporation is organized exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

This Corporation will:

- provide an affordable and professional business environment suitable for promoting vibrant economic activity in our community based upon the needs of small, middle-class entrepreneurial companies and non-profits for the purpose of strengthening existing businesses and non-profits and incubating new ones
- be a one-stop location, complete with educational and technical support and educational resources
- provide centralized hi-tech communications and network infrastructure, individual office space, collective reception, collective meeting/training rooms, and collective copy center, break and storage facilities
- implement educational and training components geared to improving business capabilities and fostering economic development, efficiency and growth
- provide situational mentoring around specific business issues with the help of business resource partners and established leaders.

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**ANCIENT CITY ENTERPRISE CENTER, INC.**  
**(EIN: 37-1578415)**

**ADDITIONAL ARTICLES**

**ARTICLE VIII Conflict of Interest Policy:**

Purpose:

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Definitions

**1. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

**2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Note: A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Procedures

**1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing

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board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection



with the proceedings.

#### Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

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#### Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### ARTICLE IX "Dissolution Clause"

Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.