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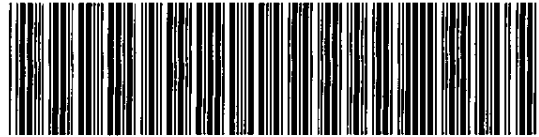
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRB
3/2

RICHARD W. TAYLOR, P.A.

ATTORNEY AT LAW

112 NORTH FLORIDA AVENUE

DELAND, FLORIDA 32720

RICHARD W. TAYLOR

BOARD CERTIFIED IN REAL PROPERTY

MICHAEL P. NORDMAN

(386) 734-2558

FAX (386) 734-4579

SIDNEY H. TAYLOR

RETIRED

February 24, 2009

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

Re: FRIENDS OF OAKDALE CEMETERY, Inc.

Dear Department of State:

Enclosed is the original and two (2) copies of the Articles of Incorporation and Designation of Registered Agent. Also enclosed is a check in the amount of \$78.75 for filing fee and for certified copy of Articles. A self-addressed stamped envelope is provided within for the certified copy.

Please contact me if you need any further information.

Very truly yours,



Richard W. Taylor

Enclosures

C:\B\CORP\OAKDALEFRIENDS

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ARTICLES OF INCORPORATION OF 09 FEB 27 PM 3:31
FRIENDS OF OAKDALE CEMETERY, INC. SECRETARY OF STATE
A FLORIDA NOT-FOR-PROFIT CORPORATION TALLAHASSEE, FLORIDA

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not-For-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following articles of incorporation for the corporation:

ARTICLE 1 NAME

The name of the Corporation is FRIENDS OF OAKDALE CEMETERY, INC.

ARTICLE 2 PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The street address of the initial principal office is 112 N. Florida Ave, DeLand, FL 32720 and the mailing address of the Corporation is P.O. Box 277, DeLand, FL 32721:

ARTICLE 3 INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 112 North Florida Avenue, DeLand, Florida 32720, and the name of its initial Registered Agent at that address is Richard W. Taylor, Attorney at Law.

ARTICLE 4 MEMBERS

The Corporation will have one or more classes of members, who will be admitted and removed in the manner as set forth in the Bylaws. The Voting Members will have the rights and privileges that are set forth in the Bylaws. Twenty-five percent (25%) of all Voting Members will constitute a quorum. The Corporation will not issues shares of stock.

ARTICLE 5 NOT FOR PROFIT

The Corporation is a not for profit corporation under Chapter 617 of the Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its members, directors or officers, except to the extent permissible under these Articles of Incorporation, under the law, and under Section 501(c)(3) (or other applicable law) of the United States Internal Revenue Code of 1986 (the "Code"). No member will have any vested right, interest or privilege in or to the assets, income or property of the Corporation and no part of the income or assets of the Corporation will be distributable to or for the benefit of its members, except to the extent permissible under these Articles of Incorporation, under the law, and under Section

501(c)(3) of the Code (or other applicable law).

ARTICLE 6 DURATION

The duration of the Corporation is perpetual.

ARTICLE 7 PURPOSES

The Corporation is organized and will be operated exclusively for charitable, scientific, and educational purposes, including but not limited to the following:

- A. Preserving, protecting and improving Oakdale Cemetery in DeLand, Volusia County, Florida.
- B. Sponsoring, organizing, administering, enhancing, and providing conferences, seminars, workshops, classes, publications, web sites, and other educational and preservationist activities regarding the history and culture of Oakdale Cemetery, DeLand, Florida and Volusia County, Florida which benefits the public through educating students, academics, professionals and the general public regarding the skills, arts, and science involved in the history and culture of Oakdale Cemetery, DeLand, Florida and Volusia County, Florida
- C. Providing other means of education and preservation regarding the study and understanding of the history and culture of Oakdale Cemetery, DeLand, Florida and Volusia County, Florida.
- D. Engaging in other charitable, scientific, and educational activities that support the foregoing purposes and are not otherwise prohibited by these Articles of Incorporation or applicable law.

ARTICLE 8 POWERS

Solely for the foregoing purposes, the Corporation will have the following powers:

- A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including but not limited to those set forth in Florida Statutes Section 617.0302 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property.

B. To engage in and transact any other lawful activity, solely in furtherance of the foregoing purposes, for which nonprofit corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to the Act.

C. To do other things that are incidental to the powers of the Corporation or necessary or desirable to accomplish the purposes of the Corporation.

ARTICLE 9 LIMITATION

No part of the net earnings of the Corporation will inure directly or indirectly to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 7 (Purposes) of these Articles.

ARTICLE 10 TAX EXEMPT STATUS

It is intended that the Corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code (or other applicable law) as an organization described in Section 501(c)(3) of the Code (or other applicable law) and which is other than a private foundation as defined in Section 509 of the Code. These Articles will be construed accordingly, and all powers and activities of the Corporation will be limited accordingly. All references in these Articles to sections of the Internal Revenue Code or Code will be considered references to the Internal Revenue Code of 1986, as it may be amended from time to time, and to the corresponding provisions of any similar law subsequently enacted. No substantial part of the activities of the Corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation will 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, the Corporation will not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, (or other applicable law) or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 11 DISSOLUTION

Upon the dissolution of the Corporation, assets will be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or other applicable law), or the corresponding section of any future federal tax code, or will be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of will 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 the court will determine, which are organized and operated exclusively for such purposes.

ARTICLE 12 BOARD OF DIRECTORS

There will be a Board of Directors consisting of at least three individuals. Each Director will be elected by the members in the manner and at the times set forth in the Bylaws. Any Director may be removed by the affirmative vote of at least two-thirds (2/3) of the Board of Directors or as otherwise provided in the By-laws. The names and addresses of the initial Directors are as follows:

Wanda McDonough, 640 E. Indiana Ave., DeLand, FL 32724
Wilma Wilkins, 413 E. Kentucky Ave., DeLand, FL 32724
Cheryl Lankford, 220 E. New York Ave., DeLand, FL 32724

ARTICLE 13 OFFICERS

The Officers of the Corporation will consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and Assistant Officers as may be provided for in the Bylaws or by resolution of the Board of Directors. Each Officer will be elected by majority vote of the Board of Directors (and may be removed by majority vote of the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws or By law. The names, titles and addresses of the initial officers are as follows:

President:	Wanda McDonough
Vice President:	Wilma Wilkins
Secretary:	Cheryl Lankford
Treasurer:	Cheryl Lankford

ARTICLE 14 INCORPORATOR

The name and street address of the Incorporator is as follows:
Wanda McDonough, 640 E. Indiana Ave., DeLand, FL 32724.

ARTICLE 15 BYLAWS

The Board of Directors will make and adopt the Bylaws of the Corporation, and the Board of Directors or the members may alter, amend, or rescind the Bylaws in the manner set forth in the Bylaws. The Voting Members may amend the Bylaws in the manner provided by the Florida Not For Profit Corporation Act, except that any amendment will require two-thirds (2/3) affirmative vote at a meeting at which at least twenty-five percent (25%) of all Voting Members is present or by proxy.

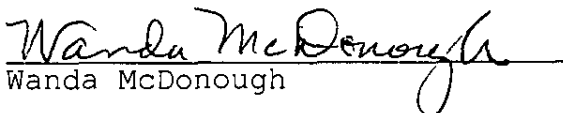
ARTICLE 16 AMENDMENT

The Voting Members may amend these Articles of Incorporation in the manner provided by the Florida Not For Profit Corporation Act, except that any amendment will require two-thirds (2/3) affirmative vote at a meeting at which at least twenty-five percent (25%) of all Voting Members is present or by proxy.

ARTICLE 17 INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY

The Corporation will indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Section 617.0831 of the Florida Statutes. It is intended that the Corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Section 617.0834 of the Florida Statutes and other similar laws.

IN WITNESS, the undersigned Incorporators have signed these Articles of Incorporation on February 24, 2009.


Wanda McDonough

CERTIFICATE OF DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT


Pursuant to the provisions of Florida Statutes Section 617.0501, the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the Corporation in the State of Florida:

1. The name of the corporation is FRIENDS OF OAKDALE CEMETERY, INC.
2. The name and address of the registered agent and registered office are:

Richard W. Taylor
112 North Florida Avenue
DeLand, Florida 32720

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: February 24, 2009



Richard W. Taylor
112 North Florida Avenue
DeLand, Florida 32720

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