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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Burch OCT 20 2011

THE DECKER LAW FIRM, P.A.
ATTORNEYS AND COUNSELORS AT LAW

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October 18, 2011

Division of Corporations - New Filings Section
Office of the Secretary of State
State of Florida
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation of Friends of Heritage Park & Gardens, Inc.

Dear Sir:

Please find enclosed herewith the original Articles of Incorporation of Friends of Heritage Park & Gardens, Inc. and Certificate of Designation of Registered Agent and Registered Office along with my office account check in the amount of \$78.75 payable to the Florida Secretary of State to cover the cost of filing fees, certified copy of Articles of Incorporation and the fee for the designation of Registered Agent. Please file the Articles of Incorporation in accordance with your usual procedures and return to me a certified copy of the Articles of Incorporation.

It is my understanding that your office will mail a Corporation Annual Report to the responsible officer of Friends of Heritage Park & Gardens, Inc. between January 1 and May 1 of the next year. Friends of Heritage Park & Gardens, Inc.'s Federal Employer Identification Number is 45-3563691 which will be noted on future Annual Report to be filed in your office.

If your office should have any questions regarding this transmittal or the accompanying enclosures, please do not hesitate to contact me at your earliest convenience.

Thank you for your courtesies and consideration.

Sincerely yours,



Andrew J. Decker, III

AJD,III:hp

cc: Friends of Heritage Park & Gardens, Inc.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FRIENDS OF HERITAGE PARK & GARDENS, INC.**

The undersigned incorporator, for the purposes of forming a corporation under the provisions of §§617.01011, et seq., Florida Statutes, ("Florida Not for Profit Corporation Act"), hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation shall be: Friends of Heritage Park & Gardens, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business of the corporation shall be: 127 East Howard Street, Live Oak, Florida 32064, and the mailing address of the corporation shall be: 127 East Howard Street, Live Oak, Florida 32064.

ARTICLE III: PURPOSE

The specific purpose for which this corporation is organized is to further the development, beautification and enjoyment by visitors and the general public community of Suwannee County, Florida, of the mansion and grounds of the home known as the P. C. Crapps, Jr. ancestral home for use as a cultural center, conference and reception venue, parks and recreation and such other activities as the corporation may from time to time determine will enhance the quality of life for citizens and visitors in a manner that reflects the principles of good stewardship and for all lawful purposes related thereto. This organization is organized exclusively for educational, charitable and public well-being purposes, including, for such purposes, the making of distributions to

organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent and registered office is: Ronald D. Poole, 127 East Howard Street, Live Oak, Florida 32064.

ARTICLE V: INCORPORATOR

The name and address of the incorporator and subscriber to these articles of Incorporation is: Ronald D. Poole, 127 East Howard Street, Live Oak, Florida 32064.

ARTICLE VI: OFFICERS

The conduct, operations and management of the corporation shall be exercised through officers whose duties and responsibilities shall be determined and described in the By-Laws established and as amended from time to time by the Board of Directors. The initial officers of the corporation and the offices they shall hold are as follows:

President: Ronald D. Poole
127 East Howard Street
Live Oak, Florida 32064

Vice-President: Carolyn R. Spilatore
8824 135th Loop
Live Oak, Florida 32060

Secretary: William G. Golightly
1683 151st Road
Live Oak, Florida 32060

Treasurer: Vickie C. Music
15965 County Road 250
Live Oak, Florida 32060

ARTICLE VII: DIRECTORS

The directors shall be elected in the manner provided for in the By-Laws. The initial Board of Directors of the corporation shall consist of nine (9) directors. The number of directors of the Board of Directors may be increased or decreased from time to time by changes to the corporate By-Laws but shall never be less than nine (9). The names and addresses of the initial directors of the corporation shall be:

Lyndon M. Fletcher
9044 141st Drive
Live Oak, Florida 32060

Rosemary J. Ivie
7789 180th Street
McAlpin, Florida 32062

Daniel D. Crapps
Post Office Box 3659
Lake City, Florida 32056

Keith C. Leibfried
326 Westmoreland Street
Live Oak, Florida 32064

Rufus B. Everett
207 Helvenston Street, S.E.
Live Oak, Florida 32064

JoAnn S. Martz
13741 86th Terrace
Live Oak, Florida 32060

Clifford L. Gwinn
9351 48th Street
Live Oak, Florida 32060

John Bell
15110 168th Street
McAlpin, Florida 32062

Virginia E. Hancock
6135 Wiggins Road
Live Oak, Florida 32060

ARTICLE VIII: LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any

other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;

2. No part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and

3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

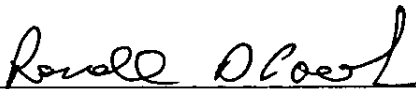
4. The corporation shall not lend any of its assets to any officer or director of this corporation unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members, or guarantee to any person the payment of a loan by an officer or director of this corporation.

ARTICLE IX: DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed to another 501(c)(3) organization 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 a local or state government, or to the federal government for a public purpose. Any such assets not

disposed of shall be disposed of by the court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The undersigned Incorporator has executed these Articles of Incorporation on this 18~~th~~ day of October, 2011, at Live Oak, Suwannee County, Florida.




Ronald D. Poole

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

PURSUANT to the provisions of Section 607.0501, Florida Statutes, the Corporation, Friends of Heritage Park & Gardens, Inc., domesticated, organized and existing under the laws of the State of Florida, submits the following statement designating the registered agent and registered office in the State of Florida:

1. The name of the corporation is: Friends of Heritage Park & Gardens, Inc.
2. The name and address of the registered agent and registered office are as follows:
Ronald D. Poole, 127 East Howard Street, Live Oak, Florida 32064.
3. Having been named as registered agent to accept service of process for the Corporation, Friends of Heritage Park & Gardens, Inc., at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity and discharge the duties and responsibilities as registered agent. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties. I further represent that I am familiar with and accept the obligations of my position as registered agent.

DATE: October 18, 2011.



Ronald D. Poole
Registered Agent

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TALLAHASSEE, FLORIDA