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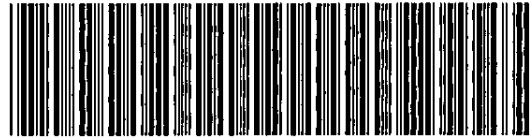
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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05/08/12--01019--021 **87.50

12 MAY 23 PM 2:23

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

5/11

W120000026189

8

May 2, 2012

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

SUBJECT: Barbara A. Kay Foundation, Inc.

Enclosed is an original and two (2) copies of the Articles of Incorporation and a check for \$87.50 for the Filing Fee, Certified Copy, & Certificate

FROM: Sol M. Hirsch
3324 Kings Road South
St. Augustine, Florida 32086

904 547-2531 (Daytime Telephone Number)

shirsch51@gmail.com (E-mail Address)



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

12 MAY 23 AM 11:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 11, 2012

SOL M. HIRSCH
3324 KINGS RD S
ST. AUGUSTINE, FL 32086

SUBJECT: BARBARA A. KAY FOUNDATION, INC.
Ref. Number: W12000026189

We have received your document for BARBARA A. KAY FOUNDATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

Please return 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) 245-6052.

Jessica A Fason
Regulatory Specialist II

Letter Number: 112A00014073

→ Article I has been modified and indicates a street address as the principal office.

I verified this modification would comply with the necessary correction by calling the Div. of Corp on May 16, 2012 and speaking with a regulatory specialist.

Sol M. Hirsch

Revised Articles of Incorporation Enclosed.

SOL M. HIRSCH
3324 Kings Rd South
ST. AUGUSTINE, FL
32086
904 547-2531

www.sunbiz.org

**ARTICLES OF INCORPORATION
OF
BARBARA A. KAY FOUNDATION, INC.**

A corporation not for profit, organized pursuant to
the provisions of Chapter 617, Florida Statutes

CLERK OF SUPERIOR COURT
DIVISION OF INCORPORATIONS
12 MAY 23 PM 2:23

ARTICLE I. NAME

The name of this corporation shall be Barbara A. Kay Foundation, Inc., and its principal office address shall be 3324 Kings Road South St. Augustine, Florida 32086.

ARTICLE II. PURPOSES, POWERS, AND LIMITATIONS

A. PURPOSES

The purposes for which this corporation are organized are:

1. This corporation is organized exclusively for educational, charitable, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue law 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 of 1986 (or the corresponding provision of any future Internal revenue law).
2. Without limiting the generality of the foregoing, this corporation shall have the following purposes:
 - (a) The benefit and support of agencies, programs, services, or persons in northeast Florida that will improve long term educational achievement, literacy, or school performance for children and/or their families.
 - (b) The benefit and support of the St. Johns County Public Library System, its branches and its successors by providing goods and services which include, but are not limited to the following: books and other library materials, buildings, facilities, equipment, monies, endowment funds, and other real and personal property; or grants for any such purpose; provided that the funds are over and above traditional tax base funding approved by the St. Johns County Board of County Commissioners and said funds will not be substituted for traditional tax base funding.

B. POWERS

This corporation shall have all the powers, not contrary to law or to the statutes of the state of Florida, incident to or useful or necessary to carry out the purposes for which it was formed, subject, however, to the limitations, duties, and restrictions pertaining to a nonprofit corporation existing under the provisions of Chapter 617, Florida Statutes, and subject further to the limitations, duties, and restrictions applicable to an organization qualified as exempt from federal income taxation within the

meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as said statutes are now in force or may hereafter be amended. In furtherance of and not in limitation of the general powers conferred by the laws of the state of Florida, it is expressly provided that this corporation shall also have the following powers:

1. To borrow money and give security therefor;
2. To enter into, make, perform and carry out contracts of every kind for any lawful purpose pertaining to its business, with any individual, entity, firm, association or corporation, private, public or municipal, or with any government or governmental, municipal or public authority, domestic or foreign;
3. To receive any gift, grant, contribution or devise and hold and use same for the general purposes or any special purposes of this corporation; provided that gifts with conditions shall be accepted only if they are consistent with the purposes of this corporation;
4. To acquire from time to time for such uses and purposes, by purchase, gift, will or otherwise, real and personal property, and to own, hold, control, administer, sell, exchange, mortgage or otherwise dispose of all or any part of such properties;
5. To act as trustee of any funds or property that it may receive under specific or limited grants or agreements or under any will and to have and exercise the right to hold and manage such funds under the terms and conditions imposed by any such trust, grant, agreement, or will;
6. To do everything necessary, convenient, or incidental to the accomplishment of the purposes of this corporation or which is calculated directly or indirectly, to promote the welfare of the interests of this corporation;
7. To do any and all things in this article set forth to the same extent a natural person might or could do, in any part of the world, as principal, agent, contractor, trustee or otherwise, either alone or in the company of others.

C. LIMITATIONS

Notwithstanding any other provisions of these Articles, this 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 (or the corresponding provision of any future Internal Revenue law). Said limitations include, but are not restricted to, the requirement that no part of net earnings of this corporation shall inure to the benefit of or be distributable to any private individual, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in the Articles; that no part of its activities shall consist of the carrying on of propaganda or otherwise attempting to influence legislation; and that it shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

To the extent that this corporation should at any time be subject to Sections 4941 through 4945 of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue law),

then this corporation:

1. Shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4292 of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue law);
2. Shall not engage in any act of self-dealing as defined in Section 4291(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue law);
3. Shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue law);
4. Shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue law);
5. Shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue law);

ARTICLE III. DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors. The number of directors shall not be less than four (4) nor more than nine (9). The number of directors constituting the initial Board of Directors of this corporation shall be four (4).

The number of directors and the manner of electing successor directors may be fixed or changed from time to time by the appropriate provisions of the bylaws of this corporation adopted by the vote or written assent of a majority of the directors of this corporation.

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two (2) or more directors, which committees shall have and exercise such authority of the Board of Directors in the management of this corporation as may be designated by the Board, within such limitations as may be imposed by Chapter 617, Florida Statutes.

ARTICLE IV. TITLE TO PROPERTY

The title to all property of the corporation shall be held in the name of the corporation or as otherwise may be provided pursuant to the authority of the charter and bylaws of the corporation. Any gift, bequest, devise, or donation of any kind whatsoever to the corporation or its Board of Directors shall be deemed to vest title in the corporation.

ARTICLE V. OFFICERS

The officers of the corporation shall be a Chair, Secretary, and Treasurer. Each of the said officers shall

be elected by the Board of Directors at any annual meeting and the officers so elected shall hold office until the next annual meeting following the election and thereafter until their successors are duly elected and qualified. The offices shall be filled from the membership of the Board of Directors. Any two or more offices may be held by the same person, except for the offices of Chair and Secretary.

ARTICLE VI. SEAL

The seal of the corporation shall be inscribed with the following words: "Barbara A. Kay Foundation, Inc."

ARTICLE VII. MEETINGS

The meetings of the Board of Directors shall be held at such time and place as set forth in the bylaws.

ARTICLE VIII. AMENDMENTS TO THE ARTICLES OF INCORPORATION

Amendments to the Articles of Incorporation may be proposed and adopted by the majority vote of all the members of the Board of Directors provided that at least ten (10) days of written notice setting forth the proposed amendment is given to the members of the Board of Directors prior to such meeting wherein said amendment is considered.

ARTICLE IX. OFFICERS

The names of the officers who are to serve until the first election shall be as follows:

Chair	Sol M. Hirsch
Secretary	Debra Rhodes Gibson
Treasurer	Christine Marie McDevitt

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DIVISION OF CORPORATIONS
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ARTICLE X. BOARD OF DIRECTORS

The names and addresses of the Board of Directors who are to serve until the first election shall be as follows:

<u>Name</u>	<u>Address</u>
Debra Rhodes Gibson	Southeast Library 6760 US 1 South St. Augustine, Florida 32086

Sol M. Hirsch

3324 Kings Road South
St. Augustine, Florida 32086

Dr. Patricia Laurencelle

23 Versaggi Drive
St. Augustine, Florida 32080

Christine Marie McDevitt

360 Floridian Avenue
St. Augustine, Florida 32080

ARTICLE XI. DEFENSE AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

This corporation shall defend, indemnify, and hold harmless, every registered agent, director or officer, and his/her heirs, executors and administrators against liability and against expenses reasonably incurred by him/her in connection with any action, suit or proceeding to which he/she made be made a party by reason of his/her being or having been a director or officer of this corporation, except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of other rights to which he/she may be entitled.

ARTICLE XII. DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of this corporation all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the federal government or to a state or local government, for a public purpose, and none of the assets will be distributed to any member, officer, or trustee of this organization.

ARTICLE XIII. REGISTERED AGENT

The name and address of the registered agent is:

Sol M. Hirsch
3324 Kings Road South
St. Augustine, Florida 32086

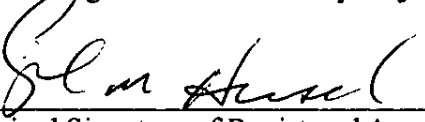
ARTICLE XIV. INCORPORATOR

The name and address of the Incorporator is:

Sol M. Hirsch
3324 Kings Road South
St. Augustine, Florida 32086

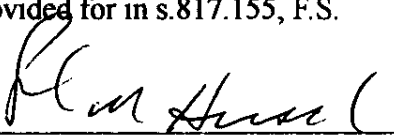
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DIVISION OF CORPORATIONS
12 MAY 23 PM 2:23

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


Required Signature of Registered Agent
SOL M. HIRSCH

May 2, 2012
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.


Required Signature of Incorporator
SOL M. HIRSCH

May 2, 2012
Date

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