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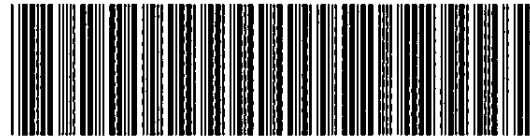
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[Signature]



ROBERT B. BENNETT
WARREN K. SPONSER *
GWEN G. JACOBS
DAVID W. ADAMS +

* ALSO ADMITTED IN GEORGIA
+ BOARD CERTIFIED IN LABOR
AND EMPLOYMENT LAW

KERRY J. ANDERSON
JOHN F. WENDEL
OF COUNSEL

TAMPA
ATLANTA
LAKELAND
FORT MYERS

November 1, 2012

Via FedEx

JAN S. STOUT
ADMINISTRATOR

KAREN E. FERGUSON
KATHERINE M. GAVAGAN
ZACHARY J. GLASER
KEVIN M. HAMMER
DAVID A. HAYES
VANESSA J. JOHNSON
JANELLE G. KOREN
WILLIAM F. MCFETRIDGE *
JUSTIN N. SHINDORE

Department of State
Division of Corporations
Clifton Building
2661 Executive Center
Tallahassee, Florida 32301

RE: ST. JOSEPH'S PARISH FOUNDATION, INC.
SBJA File No.: 2012-11659

Ladies and Gentlemen:

Enclosed please find the following documents:

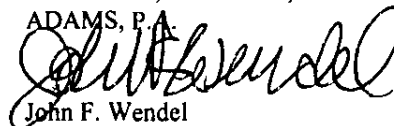
1. Original and one (1) copy of the Articles of Incorporation of St. Joseph's Parish Foundation, Inc., and
2. A check in the amount of \$78.75 payable to "Division of Corporations" for filing fee and a certified copy.

Please do the following:

1. File the original Articles of Incorporation, prepare a certified copy of same, and send the certified copy to the undersigned by regular mail
2. If you have any questions or further requirements with respect to these enclosures, please retain them pending your immediate telephonic contact with the undersigned.

Thank you for your attention to this matter.

Sincerely,
SPONSER, BENNETT, JACOBS &
ADAMS, P.A.



John F. Wendel

JFW:jad/AC032A0CEAC46731
enclosures

cc: Dan Pilka, Attorney (w/enclosures)
David R. Ramos, CPA (w/enclosures)

REPLY TO: LAKELAND

TAMPA POST OFFICE BOX 3300 • TAMPA, FLORIDA 33601 • PHONE: 813 272.1400 • FAX: 866 844.4703
ATLANTA 1230 PEACHTREE STREET, NE, SUITE 1900 • ATLANTA, GA 30309 • PHONE: 404-942-2550 • FAX: 404-942-2551
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FORT MYERS 13180 NORTH CLEVELAND AVENUE, SUITE 321 • NORTH FORT MYERS, FLORIDA 33903 • PHONE: 239 656.8617 • FAX: 239 656 8618

WWW.SPONSERBENNETT.COM

EFFECTIVE DATE 11/01/2012

**ARTICLES OF INCORPORATION
OF
ST. JOSEPH'S PARISH FOUNDATION, INC.**

The undersigned incorporator, to form a corporation not for profit under the Florida Not For Profit Corporation Act, Chapter 617, *Florida Statutes*, hereby adopts the following Articles of Incorporation.

**ARTICLE I.
NAME**

The name of the corporation is **ST. JOSEPH'S PARISH FOUNDATION, INC.**

**ARTICLE II.
COMMENCEMENT OF CORPORATE EXISTENCE**

The existence of the corporation shall commence on November 1, 2012.

**ARTICLE III.
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office of the corporation and the mailing address of the corporation is 336 West Highland Drive, Lakeland, Florida 33813.

**ARTICLE IV.
PURPOSES**

The corporation is organized and shall operate exclusively for charitable, educational, and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding Section of any prior or future Internal Revenue Code. Consistent with such limitations, the purposes of the corporation shall be the furtherance, perpetuation, and preservation of the religious beliefs of the Roman Catholic Church and the mission of St. Joseph's Catholic Church, 210 West Lemon Street, Lakeland, Florida (hereinafter "St. Joseph's Catholic Church"). The primary means by which the corporation shall achieve these purposes shall be to develop, establish, and maintain an organization of persons interested in providing for the needs of St. Joseph's Catholic Church; offering contributions, donations, and support to St. Joseph's Catholic Church; and preserving and furthering its charitable, educational, and religious purposes.

ARTICLE V. MEMBERS

The corporation shall not be obligated or required to have any members. Nonetheless, should the board of directors of the corporation determine that the corporation shall have members, the method of selecting and admitting members, the criteria for membership, the classification of members, the designation of such class or classes of members, the qualifications, limitations, and rights of the members of each class, the quorum and voting requirements for meetings and activities of members, and the notice requirements sufficient to provide notice of meetings and activities of members shall be as set forth in the Bylaws of the corporation.

ARTICLE VI. BOARD OF DIRECTORS

The business and property of the corporation shall be managed by a board of directors which shall have full and absolute control over the affairs of the corporation and shall be authorized to exercise all of the corporate powers of the corporation. The board of directors shall carry out the purposes of the corporation in compliance with the Articles of Incorporation and the Bylaws of the corporation. The number of directors may be increased or decreased from time to time and at any time in accordance with the Bylaws of the corporation, but shall never be less than three (3) nor more than nine (9), and shall always be a number that is divisible by three (3). The board of directors shall be comprised of three (3) classes of equal number which three (3) classes shall be designated Class I, Class II, and Class III, respectively, whose respective terms shall expire at the first, second, and third next immediately following annual meetings of the board of directors of the corporation. No director shall serve for more than three (3) complete consecutive three (3)-year terms. All of such directors shall be elected by the board of directors of the corporation. Upon the expiration of the term of each member of the board of directors, the board of directors of the corporation shall elect a successor director. Each successor director and all subsequent directors shall serve for a term of three (3) years and shall hold office until his or her successor shall have been elected and qualified. The board of directors of the corporation shall elect directors whose terms have expired and shall fill any vacancy caused by a director's death, resignation, or removal from office at any annual, regular, or special meeting of the board of directors of the corporation. Each director elected to fill any vacancies caused by a director's death, resignation, or removal shall serve for the balance of the term of the director who is being replaced. Directors shall not be compensated for the performance of their duties as directors, but may be reimbursed for expenses incurred in the performance of their duties as directors as determined by the board of directors of the corporation. The board of directors of the corporation shall, by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present, have the right to remove, with or without cause, any director and to replace any director so removed.

ARTICLE VII. OFFICERS

The officers of the corporation shall consist of a president, a vice president, a secretary, and a treasurer, and such other officers as the board of directors, from time to time and at any time, shall deem necessary. Any two (2) or more offices may be held by the same person. All officers shall be members of the board of directors of the corporation. All officers shall be elected by the board of directors of the corporation annually at the annual meeting of the board of directors of the corporation. Officers shall not be compensated for the performance of their duties as officers, but may be reimbursed for expenses reasonably and necessarily incurred in the performance of their duties as officers as determined by the board of directors of the corporation. The board of directors of the corporation shall, by majority vote, have the right to remove, with or without cause, any officer and to replace any officer so removed.

ARTICLE VIII. LIMITATIONS AND PROHIBITED ACTIVITIES

The corporation shall be bound by the following:

A. No part of the net earnings of the corporation shall inure to the benefit of any member, director, or officer of the corporation, nor to the benefit of any private individual or entity;

B. The corporation shall have no power to engage in any act or activity prohibited to corporations which are exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding Section of any prior or future Internal Revenue Code;

C. In the event of the dissolution of the corporation, the residual assets of the corporation shall be turned over to one or more other organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal Revenue Code, or to the federal or to a state or local government for public purposes exclusively, and which in the judgment of the board of directors of the corporation are most likely to fulfill the objectives for which the corporation was being operated at the time of its dissolution;

D. No substantial part of activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation; and

E. The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

**ARTICLE IX.
INDEMNITY OF DIRECTORS AND OFFICERS**

The corporation shall indemnify any director or any officer for any acts or alleged acts committed or allegedly committed by such director or officer while serving in his or her capacity as a director or as an officer of the corporation to the extent permitted by Florida and federal law.

**ARTICLE X.
BYLAWS**

The Bylaws of the corporation shall be adopted, altered, amended, repealed, or revised only by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present.

**ARTICLE XI.
INITIAL REGISTERED AGENT**

The name and street address of the initial registered agent of this corporation is John F. Wendel, Suite 4, 336 West Highland Drive, Lakeland, Florida 33813.


**ARTICLE XII.
INCORPORATOR**

The name and address of the sole incorporator of this corporation is John F. Wendel, Suite 4, 336 West Highland Drive, Lakeland, Florida 33813.

**ARTICLE XIII.
AMENDMENTS TO
ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended or restated only by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation on this 31st day of October, 2012.




John F. Wendel, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, John F. Wendel, having been named to serve as registered agent for **ST. JOSEPH'S PARISH FOUNDATION, INC.**, do hereby accept such office and agree to conduct myself therein according to law. I am familiar with, and accept, the obligations of such office.

DATED this 31st day of October, 2012.



John F. Wendel, Registered Agent

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