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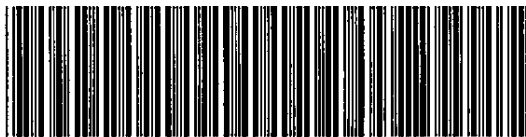
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Restated

AUG 11 2014  
T. CARTER

# CROTTY & BARTLETT, P.A.

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Kathleen L. Crotty  
Michael D. Crotty (1967-2010)

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Glenn R. Padgett  
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Random Burnett

July 24, 2014

Department of State  
Division of Corporations  
P.O. Box 6324 Clifton Building  
Tallahassee, FL 32314

Re: Hillside Angels, Inc. – Restatement of Articles of Incorporation  
Document Number: N13000001672

Dear Sir or Madam:

Enclosed please find the Restatement of Articles of Incorporation for Hillside Angels, Inc., along with our check in the amount of \$35.00.

Please return the recorded document to me in the self-addressed, stamped envelope.

Should you have any questions or need additional information, please don't hesitate to contact us.

Cordially,



Kathleen L. Crotty  
KLC:kac

Enclosures

## **Restatement of Articles of Incorporation of Hillside Angels Inc.**

14 JUL 28 PM 4:05

Pursuant to the provisions of Section 617.1007 Florida Statutes, this Florida Not for Profit Corporation restates its Articles of Incorporation.

There are no members who are entitled to a vote on this Restatement to the Articles of Incorporation. The board of directors unanimously approved the Restatement on July 23, 2014.

### **Article I Name**

The name of the Corporation is HILLSIDE ANGLES INC.

### **Article II Principal Place of Business and Mailing Address**

The street address of the principal office is 215 Seton Trail, Ormond Beach, FL 32176 and the mailing address of the Corporation is P.O. Box 393, Ormond Beach FL 32175.

### **Article III Registered Office and Agent**

The street address of the Registered Office of the Corporation is 1540 Cornerstone Blvd. Suite 230, Daytona Beach, FL 32117 and the name of its Registered Agent at that address is Kathleen L. Crotty, Attorney at Law.

### **Article IV 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 issue shares of stock.

## **Article V** **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 Article 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 VI** **Duration**

The duration of the Corporation is perpetual.

## **Article VII** **Purposes**

The Corporation is organized and will be operated exclusively for charitable, scientific, and educational purposes, under Section 501(c)(3) of the Internal Revenue Code or corresponding section of future tax code, including but not limited to the following:

- a. Preserving, protecting and improving Hillside Cemetery in Ormond Beach, 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 Hillside Cemetery, Ormond Beach, 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 Hillside Cemetery, Ormond Beach, Florida and Volusia County, Florida.
- c. Providing other means of education and preservation regarding the study and understanding of the history and culture of Hillside Cemetery, Ormond Beach, 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 VIII**

### **Powers**

Solely for the purposes described in Article Seven, 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 IX**

### **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 X**

### **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, 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 XI** **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 purpose.

## **Article XII** **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 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 this By-laws. The names and addresses of the Directors are as follows:

Sandy Rossmeyer  
421 Ocean Shore Blvd.  
Ormond Beach, FL 32176

Pat McLeod  
116 Ellicot Drive  
Ormond Beach, FL 32176

Connie Treloar  
30 Bosarvey Circle  
Ormond Beach, FL 32176

Helen Chandler  
4325 S. Atlantic Ave.  
Ponce Inlet, FL 32127

Jimmy Foster  
59 Bosarvey Circle  
Ormond Beach, FL 32176

### **Article XIII** **Officers**

The Officers of the Corporation will consist of a President, 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. An individual may hold more than one office, except that one individual may not serve as both President and Secretary. The names, titles and addresses of the current officers are as follows:

President:	Sandy Rossmeyer
Treasurer:	Jimmy Foster
Secretary:	Connie Treloar

### **Article XIV** **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.

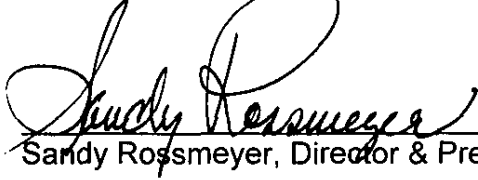
### **Article XV** **Amendment**

The Voting Members may amend these Article 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 XVI** **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 directors have signed these Restated Articles of Incorporation on July 22, 2014.

  
Sandy Rossmeyer, Director & President

  
Connie Treloar, Director & Secretary



## **Certificate of Designation and Acceptance By Registered Agent**

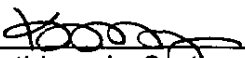
Pursuant to the provisions of Florida Statutes Section 617.0501, the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the Corporation in the state of Florida:

1. The name of the corporation is HILLSIDE ANGELS INC.
2. The name and address of the registered agent and registered office are:

Kathleen L. Crotty  
1540 Cornerstone Blvd., Suite 230  
Daytona Beach, FL 32117

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: July 23, 2014

  
\_\_\_\_\_  
Kathleen L. Crotty  
1540 Cornerstone Blvd., Suite 230  
Daytona Beach, FL 32117