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CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
STANLEY AND CLAUDIA GORDON MUSIC ENDOWMENT, INC.

Pursuant to the provisions of Section 617.1002, Florida Statutes, STANLEY AND CLAUDIA GORDON MUSIC ENDOWMENT, INC., a Florida not for profit corporation (the "Corporation"), does hereby amend and restate its Articles of Incorporation as follows:

1. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety in the form attached hereto as Exhibit A.

2. The Members and Board of Directors of the Corporation, by a number of votes sufficient for approval, adopted and approved a resolution setting forth the proposed amendment in a written action in lieu of a formal meeting of the Members and Board of Directors on ~~February~~, 2014.
January 17

The undersigned officer of the Corporation hereby certifies that the Amended and Restated Articles of Incorporation were adopted by the Corporation on ~~February~~, 2014.
January 17

STANLEY AND CLAUDIA GORDON MUSIC
ENDOWMENT, INC.

By: Timothy Tuller
Name: Timothy Tuller
Title: President

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Exhibit A

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
STANLEY AND CLAUDIA GORDON MUSIC ENDOWMENT, INC.

Pursuant to Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the following is submitted:

ARTICLE I
NAME, DURATION, PRINCIPAL OFFICE & REGISTERED AGENT

(a) The name of this corporation (the "Corporation") shall be: STANLY AND CLAUDIA GORDON MUSIC ENDOWMENT, INC.

(b) The Corporation shall have perpetual existence unless dissolved sooner according to law.

ARTICLE II
PURPOSES

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

(a) This Corporation is organized and shall be operated exclusively for the promotion of religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations issued thereunder, or the corresponding section of any future United States internal revenue law. In furtherance of the foregoing, the sole purpose of the Corporation is to support the music program of The Rector, Wardens and Vestry of St. Johns Parish at Jacksonville, Florida, Inc., a Florida not for profit corporation also known as St. John's Cathedral and an organization exempt from federal income tax under Section 501(c)(3) of the Code ("St. John's Cathedral"), by establishing an endowment. At no time may any of the funds of the Corporation be used or expended for the benefit of anything other than: (i) maintaining, repairing or replacing the organ located in the church facility of St. John's Cathedral, excluding routine annual maintenance of the organ; (ii) supporting, sponsoring or offering music recitals, concerts or other performances that include the organ and/or choir of St. John's Cathedral, or that feature artists of national renown or (iii) such other expenditures for the music program of St. John's Cathedral that have been approved by all of the Members (as defined in Article IV), including the Gordon Family representative (as defined in Article IV), if any.

(b) Notwithstanding any other provision of these Articles of Incorporation:

(i) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and payments and distributions may be made in furtherance of one or more of the purposes of the Corporation); and no director, officer, or any private individual

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shall be entitled to share in the distributions of any of the corporate assets on dissolution of the Corporation.

(ii) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(iii) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and the Treasury Regulations as they now exist or as they may hereafter be amended or replaced, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Treasury Regulations as they now exist or they may hereafter be amended or replaced.

(iv) Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed to St. John's Cathedral, so long as St. John's Cathedral is an organization exempt from federal income tax under Section 501(c)(3) of the Code. If upon the dissolution of the Corporation, St. John's Cathedral is not an organization exempt from federal income tax under Section 501(c)(3) of the Code, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, as determined by the Members of the Corporation. Any such assets not so disposed of shall 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 said court shall determine, which are organized and operated exclusively for such purposes.

(v) The Corporation is organized pursuant to the Florida Not For Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

ARTICLE III POWERS OF THE CORPORATION

The Corporation shall have the general power to do all lawful acts, as conferred upon not for profit corporations by Section 617.302, Florida Statutes, including all those things necessary or expedient in the prosecution of all of the purposes of the Corporation which are necessary and desirable to carry out the purposes and responsibilities of the Corporation.

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ARTICLE IV
MEMBERSHIP

The members of the Corporation shall be the individuals holding the following positions or offices of St. John's Cathedral (each, a "Designated Member" and, collectively, the "Designated Members"): (a) Dean of St. John's Cathedral; (b) Senior Warden of the Vestry; (c) the Canon for Music of St. John's Cathedral; (d) the Canon Emeritus for Music of St. John's Cathedral; (e) Claudia Gordon, or in the event of the unwillingness to serve, incapacity, disability or death of Claudia Gordon, then her daughter, Claudia Gordon Sayre, and in the event of the unwillingness to serve, incapacity, disability or death of the daughter of Claudia Gordon, then a member of the family of Claudia Gordon who is selected by the other Designated Members, if there be any such person who is willing and able to serve as a Member, the "Gordon Family Representative"). If, following the unwillingness to service, incapacity, disability or death of Claudia Gordon and her daughter, Claudia Gordon Sayre, and if no other member of Claudia Gordon is willing to serve as the Gordon Family Representative, than the Designated Members shall thereafter no longer include the Gordon Family Representative. Additionally, the Designated Members shall elect two additional persons (the "Selected Members") who shall be members in good standing of St. John's Cathedral parish so long as such person is a Selected Member. The Selected Members shall be elected for terms of three (3) years each. The initial Selected Members shall be (i) Sylvia Armsby and (ii) Jane Lester. Each of the Designated Members and Selected Members is referred to as a "Member" and, collectively as the "Members."

ARTICLE V
DIRECTORS; LIMITATIONS ON EXPENDITURES OF INCOME; INVESTMENTS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of this Corporation. The directors shall serve without compensation. The number and the terms of office and qualifications for members of the Board of Directors of the Corporation and the method in which members of the Board of Directors of the Corporation shall be elected shall be provided in the Bylaws of the Corporation; provided, however, that the number of members of the Board of Directors shall at no time be no less than three (3), and each of the members of the Board of Directors shall be a Member of the Corporation, and must include the Gordon Family Representative if the Gordon Family Representative desires to be a member of the Board of Directors.

The Board of Directors of the Corporation are authorized to expend the income of the Corporation for the purposes set forth in Article II of these Articles of Incorporation. The Board of Directors shall use Section 738.03 Florida Statutes, as amended from time to time, as a guideline in determining the Corporation's income and principal. In addition to said guideline, the Board of Directors shall have discretionary authority to distribute an amount of the annual appreciation of the principal assets which when added to annual net income shall represent total return. Such discretionary distribution shall not exceed fifty percent (50%) of the annual total return reduced by the annual net income distribution. The value of the original principal fund and the value of additional gifts of principal assets to the Corporation shall be preserved in the form of an endowment. Property received by the Corporation as a gift, contribution, grant,

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devise or bequest shall be considered principal and not income and shall be preserved as to its original value in the Corporation.

The Board of Directors is authorized to invest the assets of this Corporation in investments of a kind and quality suitable for investment by Trustees under the laws of the State of Florida, as amended from time to time, and pursuant to Section 737.301, Florida Statutes, as well as the investment responsibilities under the Prudent Investor Rule of Section 518.11, Florida Statutes.

ARTICLE VI BYLAWS

The Board of Directors of the Corporation shall adopt such Bylaws for the conduct of the business of the Corporation in carrying out its purpose as the Board of Directors may deem necessary from time to time; provided, however, such Bylaws shall not be inconsistent with the provisions of these Articles of Incorporation. The Board of Directors shall have the power to amend, alter, or rescind the Bylaws or adopt new Bylaws only with the prior written consent of a majority of the Members.

ARTICLE VII LIMITATIONS ON CORPORATE POWER

If at any time the Corporation is considered a "private foundation" under Section 509(a) of the Code, the following limitations will apply:

- (a) The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws;
- (b) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any later federal tax laws;
- (c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax laws;
- (d) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or corresponding provisions of any later federal tax laws; and
- (e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any later federal tax laws.

ARTICLE VIII AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended only with the unanimous approval of the Members (including the Gordon Family Representative, if any), from time to time.

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