

N1500002700

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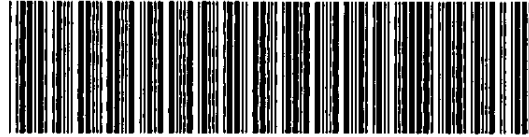
(Business Entity Name)

(Document Number)

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2015 MAR 13 PM 1:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3/16 CM  
15-0000142-1  
see  
CWJ

## COVER LETTER

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

SUBJECT: Friends of Lincoln Cemetery, Inc  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Randolph or Martha Williams  
Name (Printed or typed)

2810 SE 5th Circle  
Address

Boynton Beach, FL 33435  
City, State & Zip

(561) 369 3094 Home  
Daytime Telephone number  
(561) 714 7422

rwilltitle@bellsouth.net  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 26, 2015

RANDOLPH WILLIAMS  
2810 SE 5TH CIRCLE  
BOYNTON BEACH, FL 33435

SUBJECT: FRIENDS OF LINCOLN CEMETERY, INC.  
Ref. Number: W15000014241

We have received your document for FRIENDS OF LINCOLN CEMETERY, 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 name of the entity must be identical throughout the document.

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.

Carol Mustain  
Regulatory Specialist II

Letter Number: 115A00004078

# Articles of Incorporation for Friends of Lincoln Cemetery, Inc.

FILED  
2015 MAR 13 PM 1:31  
SECRETARY OF STATE  
TALLAHASSEE, FL 32310

## Article I – Name of Corporation

The name of this nonprofit organization is Friends of Lincoln Cemetery, Inc.

## Article II – Corporate Address

The place of business is 3001 NW 46<sup>th</sup> Street, Miami, FL 33142. The mailing address is 2810 SE 5<sup>th</sup> Cir, Boynton Beach, FL 33435.

## Article III – Corporate Purpose

This Corporation is organized for the sole purpose of furthering the interest and dignity of the remains of the inhabitants of the Lincoln Memorial Cemetery located at 3001 NW 46<sup>th</sup> St., Miami, FL. The activities of this corporation include, but not limited to obtaining funds for the maintenance and improvement of the landscaping of the aforementioned property, members and the general public, enhancing the genealogical knowledge of the public, cooperating with schools to increase the historical knowledge of local students working with all interested groups, including governments, to promote the dignity and security of the premises.

## Article IV – Board of Directors

The Board of Directors will be appointed and shall maintain an odd number of active directors. All policy and by-law actions shall require a majority of the director votes on the issues on the agenda before the board of directors. The by-laws of this corporation will define the powers and duties of the following officers: President, Vice President, Secretary, Treasurer and At Large Officer.

## Article V – Prohibited Action

No part of the donations or net earnings of this Corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or any private person. This Corporation shall be empowered to pay reasonable compensation to persons or other entities for materials and services rendered for furtherance of the purposes stated in Article III, hereof. This Corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. This Corporation will not participate in any activity that violates the Internal Revenue Service rules of Section 501 (c) (3) of the Internal Revenue Code and any future tax code amendments covering nonprofit corporations whose donations are currently deductible under Section 170 (c) (2) of the Internal Revenue Code.

## Article VI – Term of Existence

This Corporation shall have perpetual existence.

## Article VII – Corporate Officers

Officers of the Corporation – The President of this is Randolph Williams, 2810 SE 5<sup>th</sup> Cir, Boynton Bch., FL 33435, and the Vice-President is Agnes R. Morton, 1454 NW 43<sup>rd</sup> St., Miami, FL 33152, Treasurer is Adell Bertha 3940 Inverrary Blvd #306, Lauderhill, FL 33319-5972 and At Large Officer is Karls Paul-Noel, 8190 SW 187<sup>th</sup> Terrace, Miami, FL 33157-7466.

## Article VIII – Capital Stock

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

## Article IX – Membership & Voting Rights

The categories of membership, qualifications, manner of admission and voting rights members will be determined in the bylaws of this corporation.

## Article X – Liabilities for Debts

Neither the members nor the members of the Board of Directors or officers of this Corporation shall be liable for the debts of the Corporation.

## Article XI – Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

## Article XII – Effective Date

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State for the State of Florida.

## Article XIII – Indemnification

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity

with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

#### Article XIV – Dissolution

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose.

#### Article XV – Registered Agent

The Registered Agent is Randolph Williams II, 2810 SE 5<sup>th</sup> Cir. Boynton Beach, FL 33435.

#### Article XVI – Incorporator

The incorporator is Martha A Williams, 2810 SE 5<sup>th</sup> Cir, Boynton Bch, FL 33435

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this February 20, 2015.



Martha A. Williams, Incorporator



Randolph Williams, Registered Agent

Name and Title: Randolph Williams, Pres.

Name and Title: Gwendolyn Johnson, Sec. R.H. NW

Address: 2810 SE 5th Circle  
Boynton Bch, FL. 33435

Address: 3117 NW 52nd St. R.H. NW  
Miami, FL. 33142 R.H. NW

Name and Title: Agnes R. Morton V.P.

Name and Title: Adell W. Bertha-Treasurer

Address: 1454 NW 43rd St.  
Miami, FL. 33152

Address: 3940 Inverrary Blvd #306  
Lauderhill, FL. 33319-5972

#### **ARTICLE VI REGISTERED AGENT**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Randolph Williams

Address: 2810 SE 5th Circle  
Boynton Bch, FL. 33435

#### **ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

Name: Martha A. Williams

Address: 2810 SE 5th Circle  
Boynton Bch, FL. 33435

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

Randolph Williams  
Required Signature of Registered Agent

2/19/15  
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.

Martha Williams  
Required Signature of Incorporator

2/19/15  
Date