

NM000002105

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

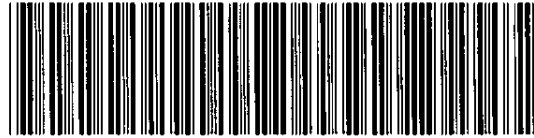
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



000295903870

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
17 FEB 28 AM 11:37

02/28/17--01015--003 \*\*87.50

RECEIVED  
2017 FEB 28 AM 10:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D O'KEEFE

FEB 28 2017

COVER LETTER

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

Association

SUBJECT:

Desoto Field Cemetery Foundation  
(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:

Oliver Hill, Sr.  
Name (Printed or typed)

2537 Brighton Rd.  
Address

Tallahassee, FL 32301  
City, State & Zip

(850) 942-1190  
Daytime Telephone number

E-mail address: (to be used for future annual report notification)

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

## ARTICLES OF INCORPORATION

In compliance with chapter 617, F.S., (Not for Profit)

### ARTICLE I      NAM

The name of the corporation shall be: DESOTO FIELD CEMETARY ASSOCIATION INC.

### ARTICLE II PROHIBITED ACTIVITIES

No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

### ARTICLE III PLACE OF OPERATION

The operations of the Corporation are to initially be conducted principally in Tallahassee, Florida. Its initial business office shall be located at 13981 Murray Lane, Tallahassee, Florida 32309.

### ARTICLE IV REGISTERED AGENT AND OFFICE

The initial Registered Agent of the Corporation shall be Oliver Hill, Sr. The address to which the Secretary of State shall mail a copy of any notice required by law is 13981 Murray Lane, Tallahassee, Florida 32309.

### ARTICLE V INCORPORATORS

The name and place of residence of the incorporators of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Oliver Hill, Sr.	2537 Brighton Rd Tallahassee, FL 32301
Earnest Pompey Lane, Jr.	2380 Capital Circle SE Tallahassee, FL32301
Amanda Murray	13981 Murray Lane Tallahassee, FL 32309

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
17 FEB 28 AM 11:37

### ARTICLE VI    Purpose

The purposes of organizations set forth in I.R.C. Section 501( c )( 3 ) and the regulations thereunder as the same now exists or as they may be hereafter amended from time to time.

**ARTICLE VII**  
**DIRECTORS**

There shall at all times be at least three (3) members of the Board of Directors of the Corporation. The number of directors may be increased or decreased (but not below three) from time to time in accordance with the Corporation's By-Laws. The names and addresses of the persons who are to serve as Directors and Officers until the first election thereof are as follows:

<u>Name</u>	<u>Address</u>
Oliver Hill, Sr.	2537 Brighton Rd Tallahassee, FL 32301
Earnest Pompey Lane, Jr.	2380 Capital Circle SE Tallahassee, FL32301
Amanda Murray	13981 Murray Lane Tallahassee, FL 32309

**ARTICLE VIII**  
**ELECTION OF DIRECTORS/TERMS**

Directors of the Corporation shall be elected and shall serve until such time as their successors are qualified and appointed in the manner provided by the Corporation's Bylaws.

**ARTICLE IX**  
**MEMBERSHIP**

The Corporation is to be organized upon a membership basis. Such memberships shall be nonredeemable, nontransferable, and nondividend bearing. Qualifications for membership and admission of new members shall be determined as set forth in the Corporation's Bylaws. The initial members of the Corporation shall be the members of the Board of Directors. The Corporation may have more than one (1) class of membership (including a non-voting class of membership), and the respective rights of each class shall be set by the Board of Directors from time to time by resolution.

**ARTICLE X**

## DISSOLUTION AND DISTRIBUTION

Upon the dissolution or other termination of the Corporation, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the officers, directors, or members of the Corporation, but all such property and proceeds, subject to the discharge of valid obligations of the Corporation, and to the applicable provisions of the Not-for-Profit Corporation Law of Florida, shall be distributed as directed by the members of the Corporation among one or more corporations, trusts, community chests, funds, or foundations organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, no part of the net earnings of which inure to the benefit of any private shareholder, member, or individual, on no substantial part of whose activities consist of carrying on propaganda or otherwise attempting to influence legislation or which does not participate or intervene in any political campaign on behalf of any candidate or public office; or to other entities of the type which qualify for Federal Income Tax exemption under I.R.C. Section 501(c)(3).

### ARTICLE XI AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation of the Corporation may be amended only upon majority vote approving such adoption by the Board of Directors of the Corporation.

### ARTICLE XII INDEMNIFICATION

The Corporation shall fully indemnify each Incorporator, Officer and Director of the Corporation, including former Officers and Directors, to the full extent permitted by the laws of the State of Florida. The form and content of the indemnification shall be set forth in greater detail in the Bylaws, but shall never be less than the full extent permitted by the laws of the State of Florida.

IN WITNESS WHEREOF, we have subscribed our names this 24 day of February, 2017.

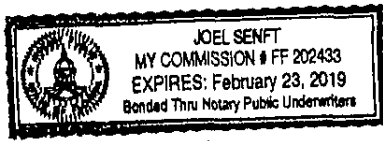
INCORPORATORS/Registered agent

Oliver Hill, Sr.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
17 FEB 28 AM 11:37

STATE OF FLORIDA  
COUNTY OF Leon

Amanda Murray Oliver Hill Sr. Jimmie Chantel (X) Acknowledged before me this 24 day of Feb, 2017, by (X) is personally known to me or ( ) produced as identification.



Print Name Joel Senft

NOTARY PUBLIC

My Commission Expires: FF 202433  
Commission No.: 2/23/2019

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
17 FEB 28 AM 11:37

**WRITTEN ACTION OF THE DIRECTORS AND MEMBERS  
OF DESOTO FIELD CEMETERY FOUNDATION, INC. IN LIEU OF THE  
JOINT ORGANIZATIONAL MEETING**

The undersigned, being all of the Members and Directors of DeSoto Field Cemetery Foundation, Inc. (the "Corporation"), hereby take this unanimous written action, as permitted under Section 617, Florida Statutes, in lieu of the organizational meeting:

RESOLVED, that the following persons shall serve as members of the Board of Directors of the Corporation:

Oliver Hill, Sr., President

Earnest Pompey Lane, Jr., Vice President

Amanda Murray, Executive Administrative Director

Jimmy Charleston, Jr., Report/Finance Secretary

Eunice Stevenson, Director's Assistant

RESOLVED FURTHER, that the following were duly nominated and, a vote having been taken, were elected officers of the Corporation to serve until such time as their successors are elected and duly qualified:

President	Oliver Hill, Sr.
Vice President	Earnest Pompey Lane, Jr.
Executive Administrative Director	Amanda Murray
Secretary	Jimmy Charleston, Jr.
Director's Assistant	Eunice Stevenson

RESOLVED FURTHER, that the Bylaws as presented to the Directors, and attached hereto as Exhibit "A" are adopted as the Bylaws of the Corporation.

RESOLVED FURTHER, that all lawful actions taken by the incorporator, Officers and Directors of the Corporation from the date of its incorporation through the date of this meeting are hereby affirmed, ratified and adopted as the acts of the Corporation.

RESOLVED FURTHER, that the Treasurer of the Corporation be and hereby is authorized to

open and maintain a bank account (or accounts) on behalf of the Corporation as he or she may deem proper.

RESOLVED FURTHER, that the President of the Corporation is hereby authorized to timely complete and file with the appropriate federal and state governmental authorities all forms necessary on behalf of the Corporation to apply for its Federal Employer Identification Number, Application for Recognition of Exempt Status, Florida Sales and Use Tax exemption or registration, and to make any other applications and obtain any other permits appropriate and (or) necessary in order to carry on its business.

This written action shall be effective as of this 24 day of Feb, 2017.

J. L. Hill, Sr.  
President, Director

Conrada H. Mervay  
Director

Jay L. Chalkin Jr.  
Secretary, Director

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
17 FEB 28 AM 11:37