

SECRETARY OF
TALLAHASSEE

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Ancient City Parking, Inc.

DOCUMENT NUMBER: N18000000068

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Gary M Haddock

(Name of Contact Person)

Ancient City Parking, Inc.

(Firm/ Company)

207 Covino Avenue

(Address)

St. Augustine, FL 32080

(City/ State and Zip Code)

garymhaddock@gmail.com

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

For further information concerning this matter, please call:

Gary M Haddock

(970)

371-5129

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ANCIENT CITY PARKING, INC.

2023 MAR 17 AM 10:44
SECRETARY OF
TALLAHASSEE COUNTY

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 Ancient City Parking, Inc.
- (b) The Corporation shall have perpetual existence unless dissolved sooner according to law.
- (c) The principal office will be located at 912 Birdie Way, St. Augustine, Florida 32080, and mailing address of the Corporation will be PO Box 523, St. Augustine, Florida 32085, or at such other address as may be determined by the Board of Directors.
- (d) The resident agent of the Corporation is Gary M Haddock, whose office address is 207 Covino Avenue, St. Augustine, Florida 32084.

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) The 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. The mission of the Corporation is to provide support for Grace United Methodist Church, Inc., St. Augustine, Florida, a Florida not for profit corporation (the, "Church") The mission of the Corporation is to operate and maintain a parking lot in a historic and extremely high-density area (the "Premises"), which will provide parking for members of Grace United Methodist Church, Inc., St. Augustine, Florida, a Florida not-for-profit corporation (the "Church") free of charge and will be open to the public for a fee, in order to provide off-street parking for both local residents and non-local visitors and tourists in the historic downtown colonial section of the City of St. Augustine, Florida, a municipal corporation (the "City"). In furtherance of its exempt purpose, the Corporation will donate its net income from the operation of the parking lot (proceeds net of expenses, charitable donations to charities other than the Church, capital reserve and income taxes) to the Church or others charities that benefit the local communities of St. Johns County, Florida. Specifically, the Corporation shall manage and maintain the Premises as such term is defined in that certain lease by and between the Church and the Corporation, dated January 1, 2023 (the "Lease"). The Corporation shall donate all net proceeds received from the Lease to the Church on at least an annual basis. "Net Proceeds" means all of the gross income received by the Corporation minus direct operating expenses (i.e., lease payments, salaries, utilities, supplies, insurance, maintenance, non-capitalized equipment, legal, tax preparation, audit, etc.), indirect operating expenses (i.e., management costs for parking lot, security, etc.), donations, federal, state, municipal, local and county taxes, depreciation, and reserves.

(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 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, first, to the Church, then, if the Church is no longer in existence, to the North East Office of the Florida Conference of the United Methodist Church, and lastly, if the latter distribution fails for any reason, to an entity established 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 Board of Directors 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.

ARTICLE IV MEMBERSHIP

The Corporation shall have no Members.

ARTICLE V
DIRECTORS

(a) 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 the Corporation.

(b) The directors shall serve without compensation.

(c) 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 less than three (3).

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 as provided therein.

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 by the Board of Directors from time to time

These Amended and Restated Articles of Incorporation was adopted this 15 day of January, 2023, by the Board of Directors.

By: Day M. Haddock
1/28/23, President

By: Samuel Noble
1/23/23, Secretary