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FLORIDA PROFIT/NON PROFIT CORPORATION
BILLY GOAT HILL, INC.

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February 2, 2018

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FOLEY & LARDNER

SUBJECT: BILLY GOAT HILL, INC.
REF: W18000011057

We have received your document for BILLY GOAT HILL, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes prohibits a Florida non-profit corporation from being a party in a conversion. A Florida non-profit corporation may be a party in a merger; however, the Florida non-profit corporation must be the surviving entity.

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.

Nadira D McClees-Sams
Regulatory Specialist II

FAX Aud. #: E18000037504
Letter Number: 818A00002280

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OFFICE OF STATE
TALAMASSIE, FLORIDA

AFFIDAVIT

Regarding Formation of Non-Profit

STATE OF FLORIDA
COUNTY OF DUVAL

THE UNDERSIGNED, being first duly sworn, deposes and states that this affidavit relates to the formation of a Florida non-profit corporation to be known as Billy Goat Hill, Inc. (the "Corporation"). Said deponent makes the following statement under oath as being relevant and material to the Corporation:

1. That Affiant is the manager of Billy Goat Hill, LLC, a Florida limited liability company (the "LLC") and is duly authorized to make this affidavit.
2. That the Corporation is being formed in the State of Florida as a non-profit organization to be qualified under Section 501(c)(3) of the Internal Revenue Code.
3. The manager of the LLC has authorized the formation of the Corporation using the same name as the LLC.
4. The Corporation is a Florida non-profit corporation and the undersigned, one of the directors of the Corporation, is the manager of the LLC.

Further Affiant sayeth not:

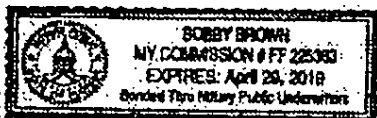
IN WITNESS WHEREOF, this affidavit was executed by the undersigned on this 22nd day of January, 2018.

AFFIANT:

Virginia Myrick
Virginia Myrick

Sworn to and subscribed before me this 22nd day of January, 2018, by Virginia Myrick, who is:

- ☒ personally known to me; or
☐ produced a current _____ driver's license as identification; or
☐ produced a _____ as identification



Signature of Notary

Name of Notary (Typed, Printed or Stamped)

[SEAL]

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**ARTICLES OF INCORPORATION
FOR
BILLY GOAT HILL, INC.**

Pursuant to Section 617.0202 of the Florida Statutes, this Florida Not For Profit Corporation adopts the following Articles of Incorporation:

**ARTICLE 1
INCORPORATOR**

The name and street address of the Incorporator for these Articles of Incorporation are as follows:

Virginia Myrick
4446-1A Hendricks Avenue, #389
Jacksonville, FL 32207

**ARTICLE 2
NAME**

The name of the corporation shall be BILLY GOAT HILL, INC. (the "Corporation").

**ARTICLE 3
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and the mailing address of the Corporation shall be:

4446-1A Hendricks Avenue, #389
Jacksonville, FL 32207

**ARTICLE 4
PURPOSES**

A. The Corporation is organized as an integrated auxiliary of The Rector, Wardens and Vestry of St. John's Parish, at Jacksonville, Florida (the "Cathedral") within the meaning of Sections 501(c)(3) and 508(c)(1)(A) of the Internal Revenue Code of 1986 and its corresponding Treasury Regulations (the "Code") as now in effect or as may be hereafter amended. The Corporation shall be operated exclusively for religious and charitable purposes within the meaning of Section 501(c)(3) of the Code.

B. The specific purposes for which the Corporation is formed are as follows:

1. To support and carry out the religious and charitable functions of the Cathedral by providing financial support and other aid to the Cathedral and to its beneficiaries as an integrated auxiliary described in Sections 501(c)(3) and 508(c)(1)(A) of the Code, as more specifically described in Sections 6033(a)(3)(A)(i) and 509(a)(3)(B)(i) of the Code and Section 1.6033-2(h) of the Treasury Regulations.

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2. To support and carry out the religious and charitable functions of the Cathedral by providing financial support and other aid coordination and advocacy for neighborhood revitalization of the Cathedral District, Jacksonville, Florida.

3. To perform such other acts and conduct such other activities as the Cathedral may direct.

C. In furtherance of its purposes, the Corporation may receive property by gift, devise or bequest, invest or reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through grants or contributions to any charitable organization or organizations, exclusively for religious or charitable purposes, and engage in any lawful act or activity for which corporations not for profit may be organized under Florida law.

ARTICLE 5 BOARD OF DIRECTORS

A. The Board of Directors shall be vested with the management and control of the affairs of the Corporation. There shall be three Directors who shall comprise the Board of Directors. Each Director must be a citizen of the United States and must have attained his or her twenty-first birthday.

B. The Directors of the Corporation shall be the three persons holding the following offices of the Cathedral, including their respective successors:

1. The Vestry Finance Chairman of the Cathedral, who is initially Richard Wilkerson;

2. The Dean of the Cathedral, who is initially Dean Katherine Moorehead;
and

3. One Director who is elected by the Members (the "Project Director," as further described in the Bylaws of the Corporation), who is initially Virginia Myrick.

C. If at any time a vacancy occurs due to the lack of a successor office holder above or for any other reason, a successor Director shall be nominated by the remaining Directors or, if none, by the Members and shall be elected by the Members of the Corporation in the manner prescribed in the Bylaws of the Corporation.

ARTICLE 6 MEMBERS

The Members of the Corporation shall be the persons holding the offices of the Rector, Wardens and Vestry of the Cathedral, and their successors.

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**ARTICLE 7
BYLAWS**

The Board of Directors shall adopt Bylaws for the Corporation and from time to time may amend, alter, or rescind such Bylaws by a two-thirds vote of the Directors present at any regular or special meeting or by written consent of all Directors serving on the Board of Directors. Amendments to the Bylaws shall not become effective until they are approved by a majority vote of the Members of the Corporation.

**ARTICLE 8
LIMITATION OF CORPORATE POWERS**

The corporate powers of this Corporation are as provided in Chapter 617 of the Florida Statutes, as now in effect or as may hereafter be amended, except insofar as such powers are inconsistent with the qualification or continued qualification of the Corporation as an organization exempt from federal income taxation under Section 501(c)(3) of the Code and classified as an integrated auxiliary under Sections 508(c)(1)(A), 6033(a)(3)(A)(i), and 509(a)(3)(B)(i) of the Code.

**ARTICLE 9
OPERATIONS OF CORPORATION**

Provisions for the regulation of the internal affairs of the Corporation are as follows:

A. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Section 501 (h) of the Code and in any corresponding Florida law), and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of (or in opposition to) any candidate for public office.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director, Member, or officer of the Corporation, or any private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article 4 hereof.

C. During any period, or periods, of time for which the Corporation is treated as a "private foundation" pursuant to Section 509 of the Code, the Directors must make distributions at such time and in such manner so as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation is prohibited from engaging in any act of self-dealing (as defined in Section 4941 (d) of the Code), from investing in or retaining any excess business holdings (as defined in Section 4943(c) of the Code) which would subject the Corporation to tax under Section 4943 of the Code, from making or any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under Section 4944 of the Code, from retaining any assets which would subject the Corporation to tax under Section 4944 of the Code if the Directors have acquired such assets, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

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D. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by an integrated auxiliary described in Sections 508(c)(1)(A), 6033(a)(3)(A)(i), and 509(a)(3)(B)(i) of the Code or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

E. The Corporation shall operate without regard to race, creed, age, sex, or national origin.

F. The period of existence of the Corporation is perpetual.

ARTICLE 10 INDEMNIFICATION

The Directors, Members, and officers, if any, of the Corporation shall be indemnified to the full extent permitted by Florida law.

ARTICLE 11 REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the registered agent are as follows:

Virginia Myrick
1121 Monticello Road
Jacksonville, Florida 32207

ARTICLE 12 AMENDMENTS

The Corporation may amend, alter, or repeal any provisions of these Articles of Incorporation in the manner now or hereinafter provided by Florida law. Amendments to these Articles of Incorporation shall not become effective until they are approved by a majority vote of the Members of the Corporation.

ARTICLE 13 DISSOLUTION

In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for the necessary expenses thereof, be distributed to the Cathedral. If the Cathedral is not then qualified as an exempt organization under Section 501(c)(3) of the Code, the remaining assets and property shall be distributed as the Directors shall determine to such organization or organizations that are then so qualified. In no event shall any of such assets or property be distributed to (a) any Director, Member, or officer of the Corporation or (b) any private individual.

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IN WITNESS WHEREOF, the undersigned subscribes these Articles of Incorporation
on January 31, 2018

Virginia (Ginny) Myrick
Virginia Myrick

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of Chapter 617, Florida Statutes, and the undersigned acknowledges that it is familiar with and accepts the obligations of such position.

Date: January 31, 2018

Virginia (Ginny) Myrick

VIRGINIA MYRICK