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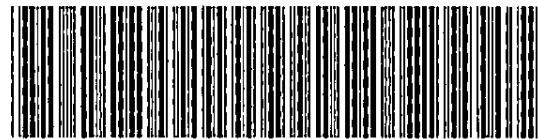
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R. WHITE
NOV 29 2018

FILED
2018 NOV 26 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FL



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 1, 2018

GINNY MYRICK
4446-1A HENDRICKS AVE
SUITE 389
JACKSONVILLE, FL 32207

SUBJECT: BILLY GOAT HILL, LLC
Ref. Number: L17000260073

LLC L17 888 2600 73 in Act.
Inc = 118 0000 1247

We have received your document for BILLY GOAT HILL, LLC and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The form you submitted is for a FL CORP, but your entity is a FL LLC. Please complete and return the enclosed blank form(s).

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) 245-6051.

Dionne M Scott
Regulatory Specialist II

Letter Number: 918A00022577

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Billy Goat Hill, Inc.

DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

Ginny Myrick

(Name of Contact Person)

Billy Goat Hill, Inc.

(Firm/ Company)

4446-1A Hendricks Ave. suite 389

(Address)

Jacksonville, FL 32207

(City/ State and Zip Code)

ginny@myrickpolicygroup.com

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

For further information concerning this matter, please call:

Ginny Myrick

904

536-8022

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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

Billy Goat Hill, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

Billy Goat, Hill, Inc. ~~1-17000240073~~

N18 000001247

(Document Number of Corporation (if known))

FILED
2018 NOV 26 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FL

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

_____ The new
name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc."
"Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

(Florida street address)

New Registered Office Address:

(City)

_____, Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

| | | |
|--------------------------------------------|-----------|--------------------|
| <input checked="" type="checkbox"/> Change | <u>PT</u> | <u>John Doe</u> |
| <input checked="" type="checkbox"/> Remove | <u>V</u> | <u>Mike Jones</u> |
| <input checked="" type="checkbox"/> Add | <u>SV</u> | <u>Sally Smith</u> |

| <u>Type of Action</u> (Check One) | <u>Title</u> | <u>Name</u> | <u>Address</u> |
|-----------------------------------------------|--------------------|----------------------------|-------------------------------------|
| 1) <input type="checkbox"/> Change | <u>Chair</u> | <u>David Busse</u> | <u>4446-1A, Hendricks Ave 32207</u> |
| <input type="checkbox"/> Add | | | |
| <input checked="" type="checkbox"/> Remove | | | |
| 2) <input type="checkbox"/> Change | <u>Chair</u> | <u>Steven T. Kelley</u> | <u>4446-1A Hendricks Ave, 32207</u> |
| <input checked="" type="checkbox"/> Add | | | |
| <input type="checkbox"/> Remove | | | |
| 3) <input checked="" type="checkbox"/> Change | <u>VP</u> | <u>Katherine Moorehead</u> | <u>256 E. Church St, 32202</u> |
| <input type="checkbox"/> Add | | | |
| <input type="checkbox"/> Remove | | | |
| 4) <input checked="" type="checkbox"/> Change | <u>Pres.</u> | <u>Virginia Myrick</u> | <u>4446-1A Hendricks Ave, 32207</u> |
| <input type="checkbox"/> Add | | | |
| <input type="checkbox"/> Remove | | | |
| 5) <input checked="" type="checkbox"/> Change | <u>Tres&A:</u> | <u>John Sefton</u> | <u>4446-1A Hendricks Ave 32207</u> |
| <input type="checkbox"/> Add | | | |
| <input type="checkbox"/> Remove | | | |
| 6) <input type="checkbox"/> Change | <u>Sec.</u> | <u>Rob Clements</u> | <u>4446-1A Hendricks Ave, 32207</u> |
| <input type="checkbox"/> Add | | | |
| <input type="checkbox"/> Remove | | | |

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

Conflict of Interest Form - attached

New Officers -attached

Management Powers - attached

Incorporation expenses - attached

Bank signaturaes -attached

Additional Directors - attached

Omnibu Resolution - attached

Sept. 29, 2018

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated ~~9.29.18~~ 10-16-18

Signature Virginia (Ginny) D. Myrick
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Virginia (Ginny) Myrick

(Typed or printed name of person signing)

President

(Title of person signing)

**UNANIMOUS WRITTEN CONSENT
IN LIEU OF THE ORGANIZATIONAL MEETING
OF THE SOLE MEMBER AND THE BOARD OF
DIRECTORS OF
BILLY GOAT HILL, INC.**

The undersigned, being the sole member and all the directors (the "Board") of Billy Goat Hill, Inc., a Florida not-for-profit corporation (the "Corporation"), in lieu of holding a meeting of the sole member and all the directors of the Corporation, hereby adopt the following resolutions by unanimous written consent:

ARTICLES OF INCORPORATION

NOW, THEREFORE, BE IT RESOLVED, that the Articles of Incorporation of the Corporation, as amended pursuant to that certain Articles of Amendment to Articles of Incorporation that was filed with the office of the Secretary of State of Florida on March 26, 2018 (the "Certificate"), copies of which are attached hereto as Exhibit A, are hereby approved and affirmed in all respects; and

FURTHER RESOLVED, that the Articles of Incorporation shall be further amended as set forth on Exhibit B; and

FURTHER RESOLVED, that the President of the Corporation is authorized and directed to file the amendment of the Articles of Incorporation as so approved with the Secretary of State of the State of Florida; and

FURTHER RESOLVED, that all actions of Board Members taken to affect the formation of the Corporation and all business activities of the Corporation, including the acquisition of the property located at 325 E. Duval St, Jacksonville, FL are hereby approved, affirmed, and ratified in all respects.

ADOPTION OF BYLAWS

RESOLVED, that the bylaws attached hereto as Exhibit C are adopted as the Bylaws of the Corporation (the "Bylaws");

FURTHER RESOLVED, that the Secretary of the Corporation, he or she hereby is, authorized and directed to insert the Bylaws in the form attached hereto in the Corporation's minute book and to see that a copy of the Bylaws is kept at the Corporation's principal office, as required by law;

CONFLICT OF INTEREST POLICY

RESOLVED, that the conflict-of-interest policy attached as an exhibit to the Bylaws is hereby adopted by the Board as the Conflict-of-Interest Policy of the Corporation.

ELECTION OF OFFICERS

RESOLVED, that the following persons be, and each hereby is, elected to the offices of the Corporation set forth opposite their respective names below, effective as of the incorporation of the Corporation, to serve until the annual meeting or until their respective successors are duly elected and qualified:

| | |
|----------------------------------------------------|--------------------------|
| President (and Chair Upon Election as Director) | Steven T. Kelley |
| Vice Chair | Dean Katherine Moorehead |
| President | Virginia Myrick |
| Treasurer | John Sefton |
| Secretary | Rob Clements |
| Assistant Secretary | John Sefton |

RATIFICATION OF ACTIONS

RESOLVED, that the prior acts made on behalf of the Corporation by the sole incorporator be, and the same hereby are, ratified and approved as acts of the Corporation;

MANAGEMENT POWERS

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized to sign and execute in the name and on behalf of the Corporation all applications, contracts, leases, and other deeds and documents or instruments in writing of whatsoever nature which may be required in the ordinary course of business of the Corporation and which may be necessary to secure for operation of the corporate affairs, governmental permits and licenses for, and incidental to, the lawful operations of the business of the Corporation, and to do such acts and things as such officers deem necessary or advisable to fulfill such legal requirements as are applicable to the Corporation and its business.

INCORPORATION EXPENSES

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to pay the expenses of the incorporation and organization of this Corporation.

BANK RESOLUTIONS

RESOLVED, that TIAA Bank (formerly EverBank) is designated as a depository for the corporation, and that the "Business and Non-Profit Organization Banking New account Application (attached as Exhibit D is hereby approved and adopted. If permitted by the Bank's policies, two signatures shall be required on any check drawn on the account over \$5,000. Vice President Virginia Myrick and the Treasurer John Sefton are named as signatories on the account.

ADDITIONAL DIRECTORS

RESOLVED, that David Busse shall resign as a member of the Board of Directors upon filing the approved amendment to the Articles of Incorporation and the persons now serving as directors of Cathedral District, Jax, Inc. shall be presented to the Member of the Corporation for selection as directors.

OMNIBUS RESOLUTIONS

RESOLVED, that the officers of the Corporation be, and each of them hereby is authorized to do and perform all such acts, including execution of all documents and certificates, as said officers shall deem necessary or advisable, to carry out the purposes of the foregoing resolutions; and

FURTHER RESOLVED, that any actions taken by such officers (including the actions of the sole incorporator) prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed and approved as the acts and deeds of this Corporation.

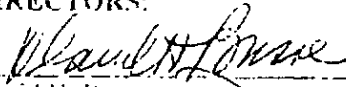
This written consent shall be filed in the minute book of the Corporation and become a part of the records of the Corporation.

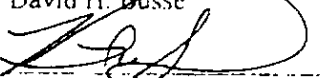
[Remainder of page intentionally left blank. Signature page follows.]

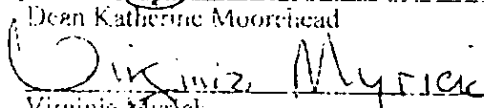
The actions taken by this Consent shall have the same force and effect as if taken by the undersigned at a meeting of the Board of Directors of the Corporation duly called and constituted pursuant to the laws of the State of Florida.

Effective as of the 22 day of September 2018.

DIRECTORS:


David H. Bosse


Dean Katherine Moorhead


Virginia Myrick

MEMBER:

CATHEDRAL DISTRICT - JAX, INC

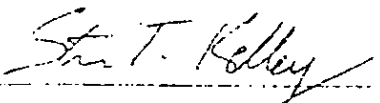
By: 
Steven T. Kelley, Chairman

EXHIBIT A

Articles of Incorporation

Attached hereto.

**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.

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.

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).

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.

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

Virginia D. Myrick
Virginia Myrick

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 D. Myrick

VIRGINIA MYRICK

EXHIBIT B

Bylaws

Attached hereto.

BYLAWS OF BILLY GOAT HILL, INC.

February 2, 2018

ARTICLE 1 – NAME PURPOSE

Section 1. The name of the Corporation shall be **BILLY GOAT HILL, INC.**

Section 2. Billy Goat Hill, Inc. exists to support and carry out the religious and charitable functions of The Rector, Wardens and Vestry of St. John's Parish, at Jacksonville, Florida (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)e 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 Sections 1.6033-2(h) of the Treasury Regulations.

Section 3. More specifically Billy Goat Hill, Inc. is interested in encouraging and facilitating redevelopment of an approximately 33-block area of northeast downtown Jacksonville, designated as the Cathedral District by the City of Jacksonville.

Section 4. The Corporation is interested in local, state and national issues but is not concerned with partisan politics, political administrations or personalities in its approval or disapproval of issues of importance to the area in which it serves. The Corporation shall not support or endorse any candidate for public office.

ARTICLE 2 – MEMBERSHIP

Section 1. The **Member** of the Corporation is Cathedral District – JAX, Inc., a Florida corporation not-for-profit ("**Member**"), whose members, in turn, are the persons holding the offices of rector, wardens and vestry of St. John's Episcopal Church in Jacksonville, Florida.

Section 2. The **Chair of the Member** of the Corporation shall be the Chairman of the Member.

Section 3. **Annual Meeting.** The annual meeting of the Member of the Corporation shall be held at 256 E. Church St., Jacksonville, Florida or at some other suitable location as may be designated by the Chair.

Section 4. **Special Meetings.** Special meetings of the Member may be held at the direction of the Chair of the Member or upon the call of any four members of the Corporation.

Section 5. **Notice of Meetings.** The Chairman or Secretary of the Member of the Corporation shall give notice in writing to each Member of the time and place of each annual meeting at least ten days prior to the date thereof and at least five days prior to the date of any special meeting. In the event of a special meeting, the notice must specify the subjects to be considered at the meeting. Notice hereunder may be waived by the Member as permitted by the laws of the State of Florida.

Section 6. **Minute Book.** The secretary or designee maintains a Minute Book and shall record therein all proceedings of the Member at any annual or special meeting.

Section 7. **Quorum.** A majority of the members shall constitute a quorum for the transaction of business at any annual or special meeting.

Section 8. **Voting.** Each member shall be entitled to one vote. Each motion and resolution shall require for its adoption the affirmative vote of the majority of the members present and voting.

ARTICLE 3 – BOARD OF DIRECTORS

Section 1. **Board Role, Size, Composition.** The Board is responsible for overall policy and direction of the Billy Goat Hill, Inc. The Board delegates responsibility for day-to-day operations to the Billy Goat Hill, Inc. President/Chief Executive Officer and committees. The Board shall have up to fifteen (15) members, but in no event, shall the Board consist of less than three (3) members. The Board receives no compensation other than reasonable expenses. No Board member shall be a parent, child, spouse, domestic partner, sibling, aunt, uncle, niece, nephew, grandparent or grandchild of any other Board member or of any person employed by the Corporation.

Section 2. **Meetings,** the Board shall meet **at least quarterly**, at an agreed upon time and place.

Section 3. **Board Elections.** Vacancies in the Board will be filled by nominations made by the Board to the Member of the corporation for election by the Member.

Section 4. **Board Nominating Committee.** The Board shall appoint a Board Nominating Committee. The Board Nominating Committee shall have three members to include the President/Chief Executive Officer. Committee members shall serve one-year terms. The Board Nominating Committee shall be responsible for developing nominees for board elections, board officers, board committees, and planning for board training and leadership development. Special attention shall be paid to electing a board that is reflective of the population we serve. In the event the Board Development Committee is unable to meet, the Executive Committee may serve as the de facto Board Nominating Committee.

Section 5. **Election Procedures.** The Board Nominating Committee shall be responsible for nominating a slate of nominees.

Section 6. **Terms.** All Board members shall serve four-year terms, but are eligible for re-election. However, no board member shall serve more than three consecutive four-year terms.

Section 7. **Quorum.** A meeting must be attended in person, or by phone, if extenuating circumstances prevent a director from attending in person and notice is given in advance. Business transacted must be by at least one-half of the Board members and all motions

also require a vote from at least one-half of the Board members. For any motion to pass and be approved, a simple majority of voting Members must vote in the affirmative for such motion and its amendments unless otherwise prescribed herein.

Section 8. **Notice.** The President shall give notice in writing to each Board member of the time and place of each annual or regular meeting at least ten days prior to the date thereof. The President shall give notice of the time and place of each special meeting at least five days prior to the date thereof. In the event of a special meeting the notice must specify the subjects to be considered at the meeting. Notice hereunder may be waived by the Board as permitted by the laws of the State of Florida.

Section 9. **Officials, Officers and Duties.**

(a) **Board Officials.** There shall be three officials of the Board consisting of a Chair, Vice Chair and Secretary. The board officials shall be elected by the Board at the last scheduled meeting of the fiscal year or thereabouts; for a term of two (2) years. With the exception of the office of Vice Chair, which is a standing position filled by the Dean of St. John's Cathedral (the "*Dean*"), no individual may serve more than six consecutive years in a particular officer role. Their duties are as follows:

(i) The **Chair** shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice Chair, Secretary and Treasurer. The Chair shall appoint the members of all committees; shall be entitled to attend the meetings of all committees; and shall carry out such other duties as may be prescribed by these Bylaws or delegated by these Bylaws. The Chair shall also prepare an annual report for presentation to the Member of the corporation detailing the programs of Billy Goat Hill, Inc.

(ii) The **Vice Chair** shall be filled by the Dean or Dean's designate. The Vice Chair shall perform the duties of the Chair in the absence or incapacity of the Chair and the Chair Elect or in case of a vacancy in the office of Chair and shall have such other duties as the Board may from time to time determine.

(iii) The **Secretary** shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained. The minutes of all meetings must be signed by the Secretary or the Chair as approved by the Board before such minutes are considered valid. The **Secretary** is not required to be a member of the Board.

(b) **Officers of the Corporation.** The Corporation shall have a President/Chief Executive Officer, one or more vice-presidents, a Secretary (who shall serve as the Secretary to the Board), a Treasurer, and

one or more assistant secretaries who may certify documents. All officers shall serve at the pleasure of the Board.

(i) **President/Chief Executive Officer.** The President will have the responsibility and authority of the Corporation to enter into any agreement or contract approved by the Board.

(ii) **Vice President.** The vice president shall have such duties as may be delegated by the Board or the President.

(iii) **Secretary.** The Secretary shall have responsibility to keep records of the Corporation.

(iv) **Treasurer.** The Treasurer may, but need not be, a member of the Board of Directors. The Treasurer shall make a report at each Board meeting. The Treasurer shall have the responsibility for the proper maintenance of the financial records of Billy Goat Hill, Inc. and shall establish and maintain proper controls over funds. The Treasurer shall assist in the preparation of the budget, help develop and implement fundraising plans, and make financial information available to Board members and the public. The Treasurer shall have such other duties as may be delegated from time to time by the Board.

(v) **Assistant Secretary.** The Board may elect one or more Assistant Secretaries who may certify action of the Corporation and the identity of the Corporation's officers, board members and Member.

Authorization of any Board member or the President/Chief Executive Officer to access bank accounts as a signer on the account must be voted upon by the Board and recorded in the minutes with such authorization renewed on an annual basis or more frequently as may be necessary. The Treasurer may have access to such accounts, and may prepare checks for signature and will receive and reconcile all bank statements or otherwise oversee this activity if performed by other parties.

Authorization of any Board member or the President/Chief Executive Officer to obligate the Corporation by borrowing money, accepting credit, or serving as a guarantor on any such debt obligation must be voted on and approved by the Board in each instance to include the amount authorized and the purpose and term of the obligation and shall be recorded in the minutes of such meeting or in the written consent in lieu of a meeting.

Authorizations as defined in the two preceding paragraphs and provided by approval of the Board shall require the further evidence of a Board resolution expressly stating the authority approved and signed by the Secretary of the Corporation.

Neither the Chair, nor the President/Chief Executive Officer nor any member of the Executive Committee or the Board at large may obligate the Corporation by entering into any contract or agreement without first receiving approval of the Board.

Section 10. **Executive Committee** is composed of the four (4) officers and may meet independently from the Board of Directors, by telephone or in person.

Section 11. **Resignation, Termination and Absences.** Resignation from the Board must be in writing and received by the Secretary. A Board member may be removed by the affirmative vote of three-fourths of the Board of Directors not including the member in consideration of removal.

Section 12. **Conflicts of Interest.** The Board shall be subject to the conflict of interest policy attached hereto as Exhibit A. The purpose of the conflict of interest policy is to protect the tax-exempt Billy Goat Hill, Inc.'s interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of Billy Goat Hill, Inc. or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 13. Each member of the Board of Directors shall attend at least three (3) meetings of the Board per year.

Section 14. Each member of the Board of Directors shall contribute annually, all or part of which may come from a tax-deductible value, paid for or solicited by the Board member, and received by the Corporation. Contribution credit in-kind may be given for budgeted items.

Section 15. An annual meeting of the Board of Directors shall be held at a time and day in the month of September of each calendar year and at a location designated by the Executive Committee of the Board of Directors.

Section 16. **Special Meetings or Workshop Meetings** of the Board of Directors may be called by or at the request of the Chairman or President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, or phone conference call, as the place for holding any special meeting of the Board called by them.

Section 17. **Quorum.** The presence, in person, of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of the majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 18. **Vacancies.** Vacancies on the Board shall be filled by the Members, provided that the names of any board members shall first be given to the Vestry of St. Johns Cathedral for its recommendation.

Section 19. **Compensation.** Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 20. **Confidentiality.** Directors shall not discuss or disclose information about the Corporation's activities to any person or entity unless information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporation's purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and function of the Corporation, including but not limited to accounts on the deposit in financial institution.

Section 21. An **Advisory Council** may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, or obligations for attendance at regular meetings of the Board. Advisory council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth here and shall sign a confidentiality agreement consistent therewith upon being voted into and accepting appointment to the Advisory Council.

Section 22. **Parliamentary Procedure.** Any question concerning parliamentary procedure at meetings shall be determined by the Chairman by reference to Robert's Rules of Order.

ARTICLE 4 – COMMITTEES

Section 1. The Board may create committees as needed. The Board Chair appoints all committee chairs. Committee chairs must be members of the Board.

Section 2. The four officers serve as the members of the Executive Committee. The Executive Committee shall review the performance of the President/Chief Executive Officer. The Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

ARTICLE 5 – PRESIDENT/CHIEF EXECUTIVE AND CORPORATE STAFF

Section 1. **President and Chief Executive Officer.** The President/Chief Executive Officer may be hired by the Board either as an employee of the Corporation or as a consultant under a contract approved by the Board. The President/Chief Executive Officer has day-to-day responsibility for Billy Goat Hill, Inc. including carrying out the organization's goals and Board policy. However, such duties may be delegated with Board approval to a vice president. The President/Chief Executive Officer will attend all Board meetings, report on the progress of the Billy Goat Hill, Inc. and carry out the duties described in the job description. The Board may designate other duties as necessary. The President/Chief Executive Officer or Chair in his/her absence shall be the official spokesperson for the Billy Goat Hill, Inc.

Section 2. The President and Chief Executive Officer may be hired at any meeting of the Board of directors by a majority vote and shall serve until removed by the Board of Directors upon affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board of Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights to any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

ARTICLE 6 – FISCAL YEAR

Section 1. The fiscal year of Billy Goat Hill, Inc. shall begin on the first day of January each year and end at the close of the last day of December, next succeeding.

ARTICLE 7 – PERIODIC REVIEWS

To ensure Billy Goat Hill, Inc. operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information.

(b) Whether partnerships, joint ventures and arrangements with management organizations conform to the organization's written policies are properly recorded reflect reasonable investment payments for goods and service, further charitable purposes and do not inure for impermissible private benefit, or in an excess benefit transaction.

ARTICLE 8 – INDEMNIFICATION

To the full extent authorized under the laws of the state of Florida, the corporation shall indemnify any director officer, employee, agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of the corporation, against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which the indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which a indemnitee shall be entitled under any bylaw, agreement resolution of the Board of Directors, or otherwise.

Expenses (including reasonable attorney fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Insurance may be purchased and maintained on behalf of any person who is or was a member, director, officer, employee or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether the corporation would have the power or obligation to indemnify such person against liability under this Article.

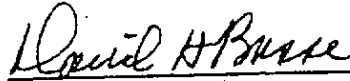
ARTICLE 9 - AMENDMENTS

These By-Laws may be amended in any manner at any regular or special meeting of the Board of Directors or by the Member, provided that specific written notice of the proposed amendment to be approved by the Board shall set forth the proposed amendment or a summary of the changes to be effected shall be given to each director at least three (3) days in advance of such meeting delivered by e-mail or mail. The amendments approved by the Board shall require the affirmative vote of a majority of directors then in office. No Amendment to the By-Laws shall take effect until (i) approved by the Member and (ii) a copy of such proposed amendment has been presented at a meeting of the Vestry of St. Johns Cathedral.

ADOPTION OF BYLAWS

We the undersigned, are all the initial directors or incorporators of Billy Goat Hill, Inc. and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the eight (8) proceeding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 27th day of March, 2018.



David H. Busse, Director

Dean Katherine Moorehead, Director

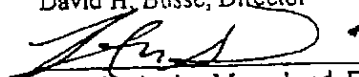
Virginia Myrick, Director

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David H. Busse, Director

Dean Katherine Moorehead, Director

Virginia Myrick
Virginia Myrick, Director

Exhibit A

BILLY GOAT HILL, INC.

CONFLICT OF INTEREST STATEMENT

No member of the Billy Goat Hill, Inc. board of directors, or any of its committees shall derive any personal profit or gain, directly or indirectly because of his or her participation with the organization. Each individual shall disclose to the Billy Goat Hill, Inc. any personal interest which he or she may have in any matter pending before the organization and shall refrain from participation in any decision on such matter.

Any member of the Billy Goat Hill, Inc., or any of its committees, shall refrain from obtaining any list of the organization's donors or clients for personal or private solicitation purposes at any time during the term of their affiliation.

Now, I am a board member, a committee member, or an employee of the following organization:

1. _____

2. _____

3. _____

4. _____

5. _____

Now this is to certify that I, except as described below, am not now nor at any time during the past year have been:

1. A participant, directly or indirectly, in any arrangement, agreement, investment or other activity with any vendor, supplier or other party; doing business with the Billy Goat Hill, Inc. that has resulted or could result in personal benefit to me.

2. A recipient, directly or indirectly, of any salary payments, loans or gifts of any kind or any free service, discounts or other fees from or on behalf of any person or organization engage in any transaction with the Billy Goat Hill, Inc.

Any exception to 1 or 2 above are stated below with full description of the transactions and of the interest whether direct or indirect, which I have (or have had during the past year) in the persons or organizations having transactions with the Billy Goat Hill, Inc.

Date

Signature

Print Name

EXHIBIT C

Conflict of Interest Policy

Attached hereto.

BILLY GOAT HILL, INC.

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1. A participant, directly or indirectly, in any arrangement, agreement, investment or other activity with any vendor, supplier or other party; doing business with the Billy Goat Hill, Inc. that has resulted or could result in personal benefit to me.
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Date

Signature

Print Name