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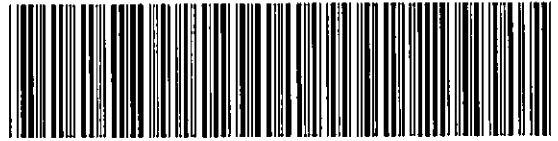
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# COVER LETTER

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

**SUBJECT:** Shelfer Cemetery Association, 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:** Lewis A. Ward  
Name (Printed or typed)

2977 Kemp Rd., PO Box 188  
Address

Havana, FL 32333  
City, State & Zip

850-539-0525  
Daytime Telephone number

laward66@bellsouth.net  
E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION  
OF  
SHELFER CEMETERY ASSOCIATION, INC  
A Florida Not-For-Profit Corporation

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ARTICLE I: NAME

The name of the Corporation shall be Shelfer Cemetery Association, Inc., a Florida not-for-profit corporation (hereinafter "the Association").

ARTICLE II: TERM OF EXISTENCE

The date and time of commencement of the corporate existence of the Corporation shall be the time of the effective filing of these Articles of Incorporation with the Department of State of the State of Florida, and this Corporation shall exist perpetually, unless sooner dissolved under Florida law.

ARTICLE III: PURPOSE AND POWER

1. The Association will manage the Shelfer Cemetery, which is located on Highway 12A, Kemp Road, approximately 1 mile east of the Havana city limits, in Gadsden County, Florida. The land for this cemetery (4.4 acres as of the date shown below) was originally set apart as a family cemetery by the last Will and Testament of Nathan H. Shelfer who died and was buried there in 1880. The Association will continue to control the burial policy, collection of dues and donations from members, maintenance of burial records, and maintenance of the cemetery property, as has been done by various committees since inception of the cemetery. In this regard the Association shall act in compliance with the exemption provided in Florida Statutes 497.260(1)(c) for nonprofit family cemetery associations.
2. The Association shall be at all times a not-for-profit corporation under the provision of the Florida Not-For-Profit Act (Chapter 617, Florida Statutes). The Association shall be organized and shall be operated exclusively for the benefit of its members within the meaning of Section 501(c)(13) of the US Internal Revenue Code.

3. The Association shall have the full power and authority to:
  - (a) Carry on all activities allowed by the laws of the State of Florida and the United States for a not-for-profit corporation.
  - (b) Within and subject to the limitations of Section 501(c)(13) of the Internal Revenue Code, to pay the ordinary and necessary expenses of operating, maintaining and improving a cemetery, to buy cemetery property, to create a fund that will provide a source of income for the perpetual care of the cemetery or a reasonable reserve for any ordinary or necessary purpose and to perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Association, as set forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Florida Not-For-Profit Corporation Act (Chapter 617 Florida Statutes) as may be amended from time to time
4. The Association shall serve only such purposes and functions and shall engage only in such activities as are consonant with the purposes set forth in this Article III and under Section 501(c)(13) of the US Internal Revenue Code and shall not engage in any business not necessarily incident to its purpose of disposal of human bodies by burial or cremation.

ARTICLE IV: PUBLICLY SUPPORTED TAX-EXEMPT NONPROFIT CORPORATION

1. The Association shall be neither organized nor operated for pecuniary gain or profit.
2. Moreover:
  - (a) No part of the net earnings of the Association shall ever inure to the benefit of, or be distributable to, any member, director, officer, or trustee of the Association, or any other private person; but the Association shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distribution in furtherance of the purposes as set forth in Article III hereof.
  - (b) No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the Association 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.
  - (c) Notwithstanding any other provisions of these Articles of Incorporation, the Association shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income taxation under Section 501 (c) (13) of the Internal Revenue Code or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(5) of the Internal Revenue Code or the corresponding section of any future federal tax code.

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3. It is intended that the Association shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c) (13) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code. All terms and provisions of these Articles of Incorporation and the By-Laws of the Association, and all authority and operations of the Association, shall be construed, applied and carried out in accordance with such intent.

ARTICLE V: MEMBERSHIP

1. In general the membership of the Association will consist of the extended family and descendants of Nathan H. Shelfer, and his wife Nancy Womack Shelfer, whose last Will and Testament established the Shelfer Cemetery in 1880, as provided in the By-Laws.
2. All persons who are interested in the objectives of the Association and who qualify in accordance with this Article V shall be eligible for membership.
3. Members may be divided into one or more classes as provided for in the By-Laws.
4. The Board of Directors of the Association shall have the power to admit members to the Association in such manner, subject to such qualifications, and upon such terms and conditions and with such rights and privileges, including voting, as may be provided from time to time in the By-Laws of the Association and as are not inconsistent with any provision of the Articles of Incorporation.
5. The Association shall provide for equal employment opportunities to all persons regardless of race, creed, marital status, sex, national origin or color.

ARTICLE VI: BOARD OF DIRECTORS

1. The Association shall be governed by a Board of Directors that shall be elected in the manner provided in the By-Laws.
2. The names and addresses of the individuals, each of whom is 18 years of age or older, to serve on the initial Board as Directors and/or Officers are as follows:

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F. H. ...

- a. Richard Shelfer, 2813 Turkey Hill Trail, Tallahassee, FL 32312, President, Director
- b. John O. Boynton III, 1644 Havana Hwy, Quincy, FL 32352, Vice-President, Director
- c. Lewis A. Ward, PO Box 188, Havana, FL 32333, Treasurer, Director
- d. Mary Jervis, 305 Live Oak Lane E, Havana, FL 32333, Secretary, Director
- e. Peggy Colvin, 4102 Roweling Oaks Ct., Tallahassee, FL 32303, Director
- f. Lawson Smith, PO Box 672, Havana, FL 32333, Director
- g. Peter Lester, 4077 Colleton Ct. Tallahassee, FL 32311, Director

3. The above named Directors shall serve until the first prescribed election by the members of the Association.

#### ARTICLE VII: DISSOLUTION/RESERVATION OF ASSETS

1. In the event of dissolution or the termination of the Association, title to all of its assets shall transfer to another qualified, not-for-profit, cemetery Corporation, or as last resort shall vest in the Gadsden County Commission, Gadsden County, Florida, or its successor or assignee, to be used exclusively for the purposes hereinabove set forth, provided that such does not impair or destroy the tax exempt status of the Association or result in the denial of tax exempt status to donations, contributions, legacies or dues received by this Association to the extent that such tax exempt status shall be allowed under any applicable law or regulation.
2. Notwithstanding anything herein to the contrary, the assets of the Association are hereby irrevocably dedicated to charitable use; accordingly, in the event the successor Corporation or the County of Gadsden, Florida, or its successors, fails to qualify to receive or otherwise fails to accept the Association's assets upon dissolution of the Association the residual assets of the Association shall be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(13) and Section 170(c)(2) of the Internal Revenue Code or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purposes.

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ARTICLE VIII: AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation shall be proposed by the Board of Directors in the form of a resolution, which must then be adopted by a vote of two-thirds (2/3) of the votes cast at a duly held meeting of the Association. Notwithstanding anything herein to the contrary, amendments to the Articles of Incorporation which are advisable to obtain or maintain the Association's tax-exempt status may nevertheless be adopted at a meeting of the Board of Directors by a unanimous vote of the Directors then in office.

ARTICLE IX: INCORPORATORS

The name and address of the incorporators are as follows:

1. Lewis A. Ward, PO Box 188, Havana, FL 32333
2. John O. Boynton III, 1644 Havana Hwy, Quincy, FL 32325

ARTICLE X: INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT OF CORPORATION

The initial principal office, name and address of the initial registered agent of the Association is:

- Agent – Lewis A. Ward  
Office – 2977 Kemp Rd, Havana, FL 32333  
Mailing Address – 2977 Kemp Rd, PO Box 188, Havana, FL 32333

ARTICLE XI: ADMINISTRATION

The Corporation is organized under a nonstock basis. Membership meetings shall be held at such time and place as set forth in the By-Laws.

ARTICLE XII: DEFINITIONS

For purposes of these Articles of Incorporation:

- (a) "charitable purposes" include charitable purposes within the meaning of Section 501(c)(13) of the Internal Revenue Code, contributions for which are deductible under Section 170 (c)(5) of the Internal Revenue Code. All references in these Articles of Incorporation to sections of the Internal Revenue Code shall be considered reference to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue law, and to all regulations issued under such sections and provisions;
- (b) "extended family" means anyone who is related by blood either to Nathan H. Shelfer or Nancy Womack Shelfer (the Couple), or their spouses. Included as examples are direct descendants of the Couple (children, grandchildren, great-grandchildren, etc), spouses of direct descendants, natural or adopted children of direct descendants, direct descendants of siblings of the Couple and their spouses, and direct descendants and spouses of those already interred in the Cemetery as of the date of Incorporation.

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IN WITNESS WHEREOF, we the undersigned, do hereby make, subscribe, acknowledge and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true and that we have executed these Articles of Incorporation for the purpose of creating a corporation, not-for-profit, under the laws of the State of Florida.

DATED this 19<sup>th</sup> day of June, 2018.

Lewis A. Ward  
INCORPORATOR

[Signature]  
INCORPORATOR

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I accept the duties of Registered Agent.  
Lewis A. Ward