

N18157

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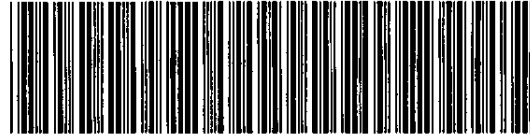
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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 2, 2015

FRANCES T.H. HALLIHAN  
C/O MEMORIAL PARK ASSOCIATION  
1650 MARGARET ST. - 302 #322  
JACKSONVILLE, FL 32204 US

SUBJECT: MEMORIAL PARK ASSOCIATION, INC.  
Ref. Number: N18157

We have received your document for MEMORIAL PARK ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

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) 245-6050.

Tina D Cannon  
Regulatory Specialist II

Letter Number: 915A00011585

COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Memorial Park Association

DOCUMENT NUMBER: N 18157

The enclosed <sup>Amended</sup> ~~Restated~~ Articles and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Frances T. H. Hallihan  
(Name of Contact Person)

9/0 Memorial Park Association  
(Firm/ Company)

1650 Margaret St. - 302 # 322  
(Address)

Jacksonville FL 32204  
(City/ State and Zip Code)

99gwhfth@comcast.net  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Frances (Terry) Hallihan at (904) 614-0077  
(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

AMENDED & RESTATED ARTICLES OF INCORPORATION  
OF

MEMORIAL PARK ASSOCIATION, INC.

A Florida Corporation Not For Profit

ARTICLE I

NAME

The name of this corporation is MEMORIAL PARK ASSOCIATION, INC., (the Corporation).

ARTICLE II

PURPOSES

The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any future federal tax code. The Corporation shall promote interest, knowledge and appreciation of the history and purpose of the City of Jacksonville, Florida through the restoration, preservation and beautification of public lands, including Memorial Park, in conjunction with the City of Jacksonville, Florida. The Corporation shall dedicate itself by social, historical and educational means to such purpose by preserving objects of historical significance.

Notwithstanding any other provisions of these Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any future federal tax code.

The further purposes for which the Corporation is established are:

To cooperate with other corporations not for profit, foundations, institutions, governments or any political subdivisions thereof, other organizations and individuals in the restoration, preservation and beautification of areas of historic, educational or social significance, including Memorial Park, in the City of Jacksonville, Florida:

To solicit, when authorized by law, and accept gifts, grants and bequests of money, securities or other property, real or personal, for the endowment of its purposes and to hold the same in trust or otherwise in accordance with the instructions of the donor, to invest and re-invest the same, and to employ the interest and income from such investments as well as the principal for its lawful purpose:

To acquire in any lawful manner, property of every kind and description and to hold, direct, administer, manage, operate, own and dispose of same:

Any gift to the Corporation for the purposes herein provided may be made by effectively identifying the gift as made to or for the purposes of Memorial Park Association, Inc., or by effectually identifying this Corporation by reference in the manner permitted by law in any Will, Deed, or written instrument legally operative to transfer title to the Corporation:

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To hold, own, manage, pledge, sell, rent, lease, transfer, or in any manner, dispose of and deal and trade in real estate, goods, merchandise, tangible and intangible property of and every class and description whatsoever the same may be located: and

To act as agent, principal, director, manager or otherwise, either alone or in conjunction with any government or political subdivision thereof, person, firm, association, institution or public or private corporation.

ARTICLE III

DURATION AND COMMENCEMENT

The term for which this Corporation shall exist shall be perpetual, commencing on the date of filing of the original Articles.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The office of this Corporation in the State of Florida is currently located at 1515 Riverside Avenue, Suite A, Jacksonville, Florida 32204, and the name of the current registered agent of this Corporation at that address is W. Robinson Frazier, III. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE V

BOARD OF DIRECTORS

This Corporation shall have twenty (20) Trustees initially. The designation as Directors in lieu of Trustees is effective with this amendment and restatement of these Articles on January 8, 2014. The number of Directors may be increased or diminished, from time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The method of election of Directors is stated in the Bylaws.

ARTICLE VI

INCORPORATOR

The names and addresses of the Incorporators of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Randall C. Berg	4982 Arapahoe Avenue Jacksonville, FL 32210
Jacob F. Bryan, IV	One Independent Drive Jacksonville, FL 32202
Mrs. Hugh Carithers	3010 St. Johns Avenue Jacksonville, FL 32205
Mrs. Wade L. Hampton	2127 River Rd. Jacksonville, FL 32207

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Mrs. Radford D. Lovett	1881 Challen Avenue Jacksonville, FL 32205
Mrs. Jaquelin J. Daniel	4985 Morven Road Jacksonville, FL 32210
Temple J. Doswell, II	1887 Montgomery Place Jacksonville, FL 32205
Mrs. William R. Frazier	3110 St. Johns Avenue Jacksonville, FL 32205
Mrs. Judson Freeman	1596 Lancaster Terrace 6-B Jacksonville, FL 32204
Caldwell "Hank" Haynes	1049 May Street Jacksonville, FL 32204
William H. Jeter, Jr.	707 Peninsular Place Jacksonville, FL 32204
Ralph H. Martin	3000 Independent Square PO Box 59 Jacksonville, FL 32201
Mrs. Walter A. McRae, Jr.	1560 Lancaster Terrace Jacksonville, FL 32204
Miss Elizabeth Osborne	4450 Yacht Club Road Jacksonville, FL 32204
Mrs. Earl S. Poitevent, III	1837 Avondale Circle Jacksonville, FL 32205
Mrs. Martin Stein, Sr.	1596 Lancaster Terrace Jacksonville, FL 32204
Mr. John H. Zehmer	1700 Atlantic Bank Building Jacksonville, FL 32202

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ARTICLE VII

HONORARY DIRECTORS

Effective with the amendment and restatement of these Articles on January 8, 2014, the Corporation shall no longer have members other than Honorary Directors as designated by the Board of

Directors pursuant to the Bylaws. The management of the affairs of the Corporation shall be vested in the Board of Directors, as defined in the Bylaws.

#### ARTICLE VIII

#### PERSONAL LIABILITY

No Director or Officer of this Corporation shall be personally liable for the debts or obligations of Memorial Park Association of any nature whatsoever, nor shall any of the property or assets of the Directors or Officers be subject to the payment of the debts or obligations of this Corporation.

The Directors' powers are exercisable solely in the fiduciary capacity consistent with and in furtherance of the charitable purposes of this Corporation as specified in Article II and not otherwise.

#### ARTICLE IX

#### LIMITATIONS OF CORPORATE POWERS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set for in Article II hereof. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) 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)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (c) by a corporation satisfying the requirements of the Florida Not For Profit Corporation Act, Florida, Statute 617.

#### ARTICLE X

#### AMENDMENTS

These Articles of Incorporation may be amended in the manner provided below. Any proposed amendment to these Articles must be presented to the Secretary of this Corporation in writing and signed by six (6) Directors. Such proposed amendment then shall be mailed by the Secretary of this Corporation to all Directors at least thirty (30) days prior to the next regular meeting of Directors. An amendment to these Articles must be approved and adopted by the affirmative vote of at least three-fourths of the Directors responding to a mail ballot or of the Directors present and voting at such meeting.

#### ARTICLE XI

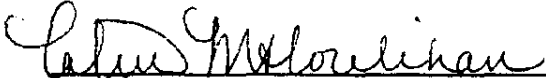
#### DISPOSITION OF ASSETS UPON DISSOLUTION

In the event that this Corporation is dissolved and ceases to exist for its stated purposes, the net assets of the Corporation shall be distributed and paid over absolutely to the City of Jacksonville, Florida, for the uses and purposes expressed in Article II, hereof, provided that at such time the purposes for which the funds are used by the City of Jacksonville, Florida meet the requirements of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. In the event

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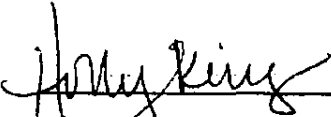
that this Corporation is dissolved and ceases to exist for its stated purposes and at such time the City of Jacksonville, Florida does not meet the requirements of Section 501(c)(3) of the internal Revenue Code, or the corresponding section of any future federal tax code, or does not use the funds to meet such purposes, the net assets of the Corporation shall be distributed and paid over absolutely to such entity or entities as the Board of Directors may designate provided that such entity or entities perform substantially the same function as this Corporation and meet the requirements of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

This Amendment and Restatement was duly and regularly adopted by Resolution of the Board of Directors of the Association at a regular meeting held in Jacksonville, Florida on January 8, 2014.

 \_\_\_\_\_ signature

PATRICIA M. HOULIHAN

President

 \_\_\_\_\_ signature

HOLLY KERIS

Secretary

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