

8/1/2019

N19000008191

**Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet**

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H19000230791 3)))



H190002307913ABC%

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)617-6381

From: Account Name : NELSON MULLINS RILEY & SCARBOROUGH LLP
Account Number : I20160000081
Phone : (407)839-4277
Fax Number : (407)839-4264

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**FLORIDA PROFIT/NON PROFIT CORPORATION
CFJ Ashley, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

2019 AUG -2 AM 8:54

Electronic Filing Menu

Corporate Filing Menu

Help

N. SAMS

AUG 05 2019

FILED
2019 AUG -2 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CFJ ASHLEY, INC.**

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation not-for-profit under the laws of the State of Florida.

ARTICLE I - Name

The name of the Corporation shall be CFJ ASHLEY, INC. (the "Corporation").

ARTICLE II - Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 4250 Lakeside Drive, Suite 300, Jacksonville, Florida 32210.

ARTICLE III - Purpose

A. The corporation is organized exclusively for charitable, religious, scientific, educational, or literary purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code"). A primary purpose of the Corporation is to advance the welfare of humankind through the ownership (including through limited partnerships and other entities), operation, administration and management of housing and other facilities and programs for aged, sick, handicapped, poor and other needy persons, and to otherwise foster low income housing.

B. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not-For-Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage. The Corporation shall not be affiliated with or controlled by a for-profit organization within the meaning of Section 42 of the Code.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's 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 distributions in furtherance of the purposes set forth in this Article. 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, or in opposition to, any candidate for public office.

2019 AUG - 2 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FL

FILED

D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

E. In the event the Corporation is classified as a private foundation under Section 509 of the Code, (i) the Corporation shall distribute its income each taxable year at such time and in such manner as not to subject itself to tax under Section 4942 of the Code, and (ii) the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject itself to tax under Section 4944 of the Code, nor make any taxable expenditures (as defined in Section 4945(d) of the Code).

F. Notwithstanding any other provision of these Articles which may imply otherwise, the Corporation is organized and to be operated for the benefit of, to perform the functions of, or to carry-out the purposes of the Cathedral Foundation of Jacksonville, Inc. As such, the Corporation shall not engage in any activities which are not in furtherance of, or which are contrary to, the charitable purposes of the Cathedral Foundation of Jacksonville, Inc.

ARTICLE IV - Term of Existence

The effective date upon which the Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 4250 Lakeside Drive, Suite 300, Jacksonville, Florida 32210, and the name of the initial registered agent of the Corporation at that address is Teresa K. Barton.

ARTICLE VI - Directors

A. The initial number of directors of the Corporation shall be fourteen (14).

B. The number of directors may be either increased or diminished from time to time by the Board of Directors in accordance with the Bylaws of the Corporation, but there shall always be at least five (5) directors.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.

D. Nothing in this Article VI shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.

2019 AUG 2 AM 11:18
SECRETARY OF STATE
JANAH STEPHENS

FILED

E. The names and street addresses of the initial members of the Board of Directors are:

<u>Name</u>	<u>Street Address</u>
Rebecca Berg	4250 Lakeside Drive, Suite 300 Jacksonville, Florida 32210
Katherine Moorhead Dean	4250 Lakeside Drive, Suite 300 Jacksonville, Florida 32210
Mike E. Jorgensen	4250 Lakeside Drive, Suite 300 Jacksonville, Florida 32210
Alfred W. Rutland	4250 Lakeside Drive, Suite 300 Jacksonville, Florida 32210
Sharon W. Wilburn	4250 Lakeside Drive, Suite 300 Jacksonville, Florida 32210
Gregory Redmon	4250 Lakeside Drive, Suite 300 Jacksonville, Florida 32210
•Michael R. Weatherby	4250 Lakeside Drive, Suite 300 Jacksonville, Florida 32210
John D. Corse	4250 Lakeside Drive, Suite 300 Jacksonville, Florida 32210
Pasquale Gilberto	4250 Lakeside Drive, Suite 300 Jacksonville, Florida 32210
Allahyar Nejad	4250 Lakeside Drive, Suite 300 Jacksonville, Florida 32210
Dr. Whitney George	4250 Lakeside Drive, Suite 300 Jacksonville, Florida 32210
Thomas S. Burrell	4250 Lakeside Drive, Suite 300 Jacksonville, Florida 32210
Sandra Dunnivant	4250 Lakeside Drive, Suite 300 Jacksonville, Florida 32210
Dr. Grady E. Johnson	4250 Lakeside Drive, Suite 300 Jacksonville, Florida 32210

F. Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

2019 AUG -2 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE VII - Officers

The name and street address of each of the initial officers is:

<u>Name</u>	<u>Office Held</u>	<u>Street Address</u>
Lee Wilson	Chief Financial Officer	4250 Lakeside Drive, Suite 300 Jacksonville, Florida 32210
Teresa K. Barton	Chief Executive Officer	4250 Lakeside Drive, Suite 300 Jacksonville, Florida 32210

ARTICLE VIII - Incorporator

The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
Teresa K. Barton	4250 Lakeside Drive, Suite 300 Jacksonville, Florida 32210

2019 AUG -2 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE IX - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE XI - Dissolution

A. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the obligations and liabilities of the Corporation, dispose of all the assets of the Corporation by distributing such assets of the Corporation to the Cathedral Foundation of Jacksonville, Inc., at the time and in the manner as the Board of Directors shall reasonably determine.

B. Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

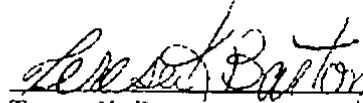
WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1st day of August, 2019.


Teresa K. Barton

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of CFJ ASHLEY, INC.

REGISTERED AGENT


Teresa K. Barton

Dated the 1st day of August, 2019.