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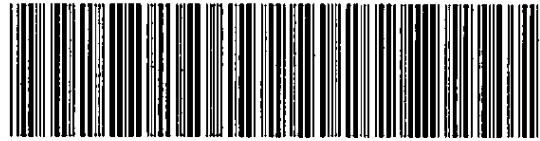
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2018 SEP 24 4:10:55
SECRETARY OF STATE
TALLAHASSEE, FL

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OCT 8 2018

COVER LETTER

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

SUBJECT: SHEPHERD of the Hills Episcopal Church Endowment Fund, 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: EDWARD CASS
Name (Printed or typed)

2540 W. NORVEL BRYANT HWY.
Address

LECANO, FLORIDA 34460
City, State & Zip

(352) 527-0052
Daytime Telephone number

OFFICE @ sothec.org
E-mail address: (to be used for future annual report notification)

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

2018 SEP 24 AM 10: 55

SECRETARY OF STATE
TALLAHASSEE, FL

**ARTICLES OF INCORPORATION
OF
SHEPHERD OF THE HILLS EPISCOPAL CHURCH
ENDOWMENT FUND, INC.**

Pursuant to Chapter 617 of the Florida Statutes, the undersigned, acting as incorporators, adopt the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Shepherd of the Hills Episcopal Church Endowment Fund, Inc. (the "Corporation").

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office, and the mailing address, of the Corporation is 2540 W. Norvell Bryant Highway, Lecanto, FL 34460.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The Corporation is organized exclusively for religious, charitable and educational purposes, including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"), and as a Type I supporting organization for the benefit of, to perform the functions of, or to carry out the purposes of (within the meaning of Code Section 509(a)(3)). The Shepherd of the Hills Episcopal Church, Inc., a Florida non-profit corporation (the "Church") located in Citrus County, Florida, that is a publicly-supported charity (within the meaning of Code Sections 501 (c)(3) and 509(a)(1)); provided, however, that the Corporation may select a replacement organization for the Church (and the references herein to the Church shall then refer to such replacement organization) that has purposes similar to that of the Church and that is a publicly-supported charity (within the meaning of Sections 501(c)(3) and Section 509(a)(1) or 509(a)(2)), in the event that the Church loses its exempt status, substantially abandons its operations, or is dissolved.

B. The mission of the Shepherd of the Hills Episcopal Church Endowment Fund, Inc. is to create a not for profit permanent fund of assets, and through the directors as fiduciary trustees, to manage the income and return on those assets to assure the future continuation of Shepherd of the Hills Episcopal Church and it's Columbarium in Lecanto, Florida. This

Endowment Fund is a recognition by donors to the Fund that the work and mission of this Episcopal church is beneficial to present and future generations of members and to the citizens of Citrus County, Florida and that its continuation and survival should be assured financially.

C. The Corporation shall utilize the Corporation's income exclusively for the Church. In this regard, all of the income, as more particularly hereinafter described, derived by the Corporation from investments of the endowment fund which was transferred to the Corporation (the fund), shall be reported not less than annually to the Vestry of the Church to be utilized by the Church as the Vestry may more particularly determine, but adhering to any restrictions placed upon the income by the respective donor.

D. The Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

E. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, 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 Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV – MEMBERS

The Corporation shall have no members.

ARTICLE V - BOARD OF DIRECTORS

All corporate power shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of the Corporation's Board of Directors. The Board of Directors of the Corporation shall be elected or appointed in the manner and for the terms provided in the Corporation's Bylaws. The number of directors shall be as set forth in the Bylaws, and the Board of Directors shall at all times consist of at least three (3) persons.

The Initial Directors of the Corporation are as follows:

The Very Rev. George A.M. Conger
2540 W Norvell Bryant Hwy
Lecanto, FL 34460

Edward Cass
2540 W Norvell Bryant Hwy
Lecanto, FL 34460

William Matarese
2540 W Norvell Bryant Hwy
Lecanto, FL 34460

The Initial Directors shall serve until the full Board of Directors is elected or appointed in the manner and for the terms provided in the Corporation's Bylaws.

ARTICLE VI - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VII - DISPOSITION AND INVESTMENT OF ASSETS

Neither the officers nor directors of this Corporation shall be authorized to expend any funds of the Corporation for any purposes other than specifically hereinabove set forth. All net income received by the Corporation shall be reported not less than annually to the Vestry of the Church for expenditure as the Vestry may determine. Except as more particularly set forth in Article VIII hereof, the determination of the amount of the Corporation's income and principal shall be made in accordance with Section 738.03 of the Florida Statutes (1985), as amended from time to time, which defines income and principal for trust accounting purposes. In addition, property received by the Corporation as a gift, contribution, grant, or bequest shall not be considered as income but shall be considered as principal in determining the Corporation's income under this Article VII hereof. For the purpose of this Article VII, the Corporation's income shall be determined in accordance with the provisions of Section 738.03 of the Florida Statutes (1985), as amended from time to time, which defines income and principal for trust accounting purposes.

authorized to invest the assets of this Corporation only in investments of a kind and quality suitable for investment by trustees under the laws of the State of Florida as amended from time to time.

ARTICLE VIII - DURATION AND DISSOLUTION OF THE CORPORATION

This Corporation shall have perpetual existence; provided, however, that upon the vote of a majority of all the members of the Board of Directors, the Corporation may be dissolved. In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, the Corporation, after the payment of all of the debts of the Corporation and expenses of dissolution, shall distribute all of the assets of the Corporation to the Church, to be held by the Church as a separate trust fund to be administered in accordance with the provisions of these Articles of Incorporation exclusively for the purposes of the Corporation as set forth in Article III of these Articles of Incorporation. In the event of such liquidation or dissolution, no part of such assets shall inure to the benefit of any directors or officers of this Corporation or to any private individual.

ARTICLE IX – AMENDMENT OF ARTICLES OF INCORPORATION

In the event that any of the provisions of Articles III.C, VII, VIII, or IX of these Articles of Incorporation are modified or amended in any form or at any time, the Corporation shall thereupon be liquidated and its assets distributed in accordance with the terms of Article VIII as provided in these Articles of Incorporation before any such modification or amendment.

ARTICLE X – APPROVAL OF AMENDMENTS

Any amendment to these Articles of Incorporation or the Bylaws of the Corporation shall be: (1) proposed by a vote of a majority or the full Board of Directors of the Corporation; and (2) approved by the Vestry of the Shepherd of the Hills Episcopal Church.

ARTICLE XI – INITIAL REGISTERED AGENT

The initial registered agent and registered office of the corporation in the State of Florida is:

William Matarese
2540 W Norvell Bryant Hwy
Lecanto, FL 34460

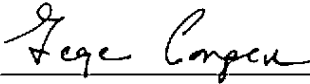
ARTICLE XII – INCORPORATORS

The names and addresses of the incorporators for these Articles of Incorporation are:

The Very Rev. George A.M. Conger
2540 W Norvell Bryant Hwy
Lecanto, FL 34460

Edward Cass
2540 W Norvell Bryant Hwy
Lecanto, FL 34460

IN WITNESS WHEREOF, we the undersigned, being the Incorporators of this Corporation, have, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, executed these Articles of Incorporation this 18th day of September, 2019.



The Very Rev. George A.M. Conger



Edward Cass

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE


Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement of designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Shepherd of the Hills Episcopal Church Endowment Fund, Inc., a not for profit corporation.
2. The name and address of the registered agent and office:

William Matarese
2540 W Norvell Bryant Hwy
Lecanto, FL 34460

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and am familiar with and accept the obligations of my position as registered agent.


William Matarese

9/18/2019
Date

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SECRETARY OF STATE
TALLAHASSEE, FL