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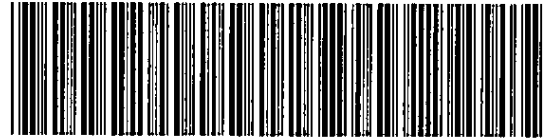
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10/27/20--01029--003 \*\*87.50

Derrick Thompson

11/9/2020

## COVER LETTER

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

**SUBJECT:** Heritage Holdings 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:** Sarah A. Mannion, Esq  
\_\_\_\_\_  
Name (Printed or typed)

2219 Park Street  
\_\_\_\_\_  
Address

Jacksonville, FL 32204  
\_\_\_\_\_  
City, State & Zip

904-387-2279  
\_\_\_\_\_  
Daytime Telephone number

mannion.sarah@gmail.com  
\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION  
OF  
HERITAGE HOLDINGS ASSOCIATION, INC.

original

The undersigned, acting as incorporator of Heritage Holdings Association, Inc. under the Florida Not for Profit Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation is: HERITAGE HOLDINGS ASSOCIATION, INC.

**ARTICLE II. ADDRESS**

The street address of the initial principal office and the mailing address of the corporation are:

4600 Beach Blvd., Jacksonville, FL 32207

**ARTICLE III. DURATION AND COMMENCEMENT**

The corporation will exist perpetually, commencing on the date of filing of these Articles of Incorporation.

**ARTICLE IV. PURPOSE**

The corporation is organized as a corporation not for profit, exclusively for purposes within the meaning of Section 501(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code, limited to the following: holding title to property, collecting income therefrom, and, on a regular basis, turning over the entire amount thereof, less expenses, to Hope Haven Association, Inc., an organization described in Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE V. LIMITATIONS ON CORPORATE POWER**

The corporate powers of the corporation are as provided in Section 617.0302, Florida Statutes, except to the extent such powers are limited by the following provisions of this Article:

(a) No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 Article IV hereof.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under 501(h) of the Internal Revenue Code), and the corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code, or the

corresponding section of any future federal tax code, or (ii) 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.

#### **ARTICLE VI. MEMBERS**

**Section VI (a) Nonstock Basis.** The Corporation is organized upon a nonstock basis and shall not issue shares of stock. Membership may but not need be evidenced by a certificate of membership.

**Section VI (b) Member.** The Corporation shall have one member, which shall be Hope Haven Association, Inc.

#### **ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT**

The corporation designates 4600 Beach Blvd., Jacksonville, FL 32207 as the street address of the initial registered office of the corporation and names Stella Johnson as the corporation's initial registered agent at that address to accept service of process within this state.

#### **ARTICLE VIII. INITIAL BOARD OF DIRECTORS**

The corporation has three (3) directors initially. The numbers of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be fewer than three (3). The method of election or appointment of the directors shall be as provided in the bylaws. The names, addresses, and titles of the initial directors/officers are:

Stella Johnson	Kim Jufer	Clyde Brumfield
4600 Beach Blvd.	4600 Beach Blvd.	4600 Beach Blvd.
Jacksonville, FL 32207	Jacksonville, FL 32207	Jacksonville, FL 32207

#### **ARTICLE IX. INCORPORATOR**

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
Sarah A. Mannion, Esq.	2219 Park Street, Jacksonville, FL 32204

#### **ARTICLE X. DISSOLUTION**

Upon the dissolution of the corporation, assets shall be distributed to the Hope Haven Association, Inc. for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE XI. INDEMNIFICATION**

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or of any corporation not for

profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or of any corporation not for profit of which the corporation is a member. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

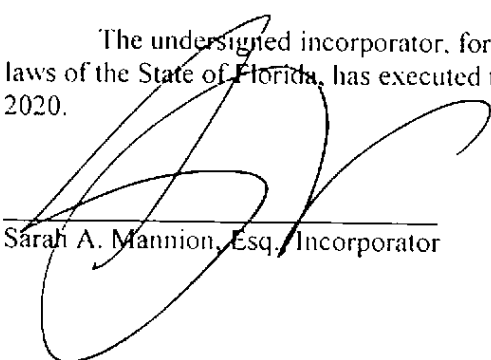
#### ARTICLE XII. BYLAWS

Bylaws, not inconsistent with laws or these Articles, for the administration of the affairs of the Corporation and the exercise of its corporate powers, shall be adopted and may be changed, amended and repealed by the sole member.

#### ARTICLE XIII. AMENDMENTS

These Articles of Incorporation may be amended only by the sole member of the Corporation.

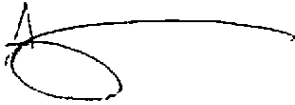
The undersigned incorporator, for the purpose of forming a corporation not for profit under the laws of the State of Florida, has executed these Articles of Incorporation on October 23, 2020.

  
\_\_\_\_\_  
Sarah A. Mannion, Esq., Incorporator

10/23, 2020

### ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

A handwritten signature in black ink, consisting of a stylized 'S' followed by a horizontal line extending to the right.

\_\_\_\_\_  
Stella Johnson, Registered Agent

10/22/2020

\_\_\_\_\_  
Date