

# H210000400909

Florida Department of State

Division of Corporations  
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Email Address: Cindy@ubulaw.com**FLORIDA PROFIT/NON PROFIT CORPORATION  
ST. JOHNS COUNTY PARKS FOUNDATION, INC.**

Certificate of Status	1
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**ARTICLES OF INCORPORATION  
OF  
ST. JOHNS COUNTY PARKS FOUNDATION, INC.**

The undersigned, acting as incorporator of a corporation not-for-profit under the Florida Not for Profit Corporation Act, ch. 617, Fla. Stat., executes the following Articles of Incorporation for such corporation:

**ARTICLE I**

**NAME**

The name of the Corporation shall be "St. Johns County Parks Foundation, Inc.," hereinafter referred to as the "Corporation" or the "Foundation."

**ARTICLE II**

**DURATION**

The duration of the Corporation shall be perpetual. The Corporation's existence commences on the date of execution and acknowledgement of these Articles by the Florida Secretary of State, Division of Corporations.

**ARTICLE III**

**REGISTERED OFFICE AND REGISTERED AGENT**

The address of the Corporation's initial registered office in Florida is 780 N. Ponce de Leon Boulevard, St. Augustine, Florida 32084. The initial registered agent at that address is Sidney F. Ansbacher.

**ARTICLE IV**

**PRINCIPAL OFFICE**

The address of the Corporation's initial principal office is 780 N. Ponce de Leon Boulevard, St. Augustine, Florida 32084.

**ARTICLE V**

**PRIMARY PURPOSE**

The Corporation is formed, organized, and exists exclusively for charitable, informational, educational, cultural, historical, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended or any corresponding provision of any future U.S. Internal Revenue Code, by lessening the burdens on St. Johns County (hereinafter referred to as the "County"), a political subdivision of the State of Florida, for the benefit of its Parks and Recreation Department. The Foundation is organized as a non-stock, nonprofit corporation that is independent of and is in no way

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affiliated with the County, its officers, officials, employees, or agents. Nothing herein contained shall be deemed to or construed to create any agency, relationship, partnership (limited or otherwise), association, or joint venture between the Corporation and the County.

The Mission of the Corporation is to preserve, protect and enhance parks and recreational facilities within the geographic boundaries of the County, by providing leadership in communication, funding and advocacy.

The Foundation shall solicit, receive and accept contributions, gifts, grants, devises and bequests of real or personal property, or both, from individuals, foundations, partnerships, associations, governmental bodies and public and private corporations, and hold, administer, maintain, invest, use, disburse and apply the whole or any part of such property and of the income therefrom and the principal thereof for the primary purpose of supporting, contributing to and cooperating with the County for the benefit of the St. Johns County Parks and Recreation Department.

Prior to undertaking any effort to solicit real or personal property for a specific or designated project, or accepting or receiving any real or personal property for a specific or designated project, the Foundation shall obtain the approval of the County Administrator, or his/her authorized designee, to insure that the project is in conformance with the Parks and Recreation Department's long range plans, master plans, and designs, construction, operations and use criteria.

No part of the net earnings of the Foundation may inure to the benefit of, or be distributable to any director or officer of the Foundation, or any private individual, except that the Foundation is authorized and empowered to pay reasonable compensation for services rendered to or for it, and to make payments and distributions in carrying out its purposes and powers. No director or officer of the Foundation or any private individual may be entitled to share in the distribution of the Foundation's assets if it should dissolve. The private property of the incorporators, directors and officers of the Foundation shall not be subject to debts or obligations of the Foundation to any extent whatsoever.

No substantial part of the Foundation's activities shall be carrying on of propaganda, lobbying or otherwise attempting to influence legislation. The Foundation shall not participate in, or intervene in any manner, including the publishing or distribution of statements, in any political campaign on behalf of any candidate for political office.

## ARTICLE VI

### POWERS

The Foundation shall not have or possess any power at any time the effect or purposes of which prevents the Foundation from qualifying as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 as it now exists or as it may be amended hereafter, or which prevents any gift, grant, devise or bequest from qualifying as a charitable contribution for Federal Estate Tax purposes or for Federal Income Tax purposes

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deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law.

## **ARTICLE VII**

### **PRIVATE FOUNDATION**

In the event the Foundation is ever determined to be a "private foundation" within the meaning of Section 509(a) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue law, the Foundation shall distribute its income for each taxable year in a manner to avoid taxation under Section 4942 of said Code, and the Foundation shall not engage in any act of self-dealing as defined in Section 4941(d) of such Code, shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provisions of any future United States Internal Revenue law, and shall not make any taxable expenditures as defined in Section 4945(d) of such Code, or the corresponding provisions of any future United States Internal Revenue law.

## **ARTICLE VIII**

### **DIRECTORS**

**8.01** The business and affairs of the Foundation shall be conducted by a Board of Directors composed of no more than nine (9) and no more than fifteen (15) voting members and one advisory, ex-officio, non-voting member appointed based on recommendation by the County or its designee.

**8.02** The names and addresses of the initial Directors are:

Bert Watson: 1512 Dahlgren Street, St. Augustine, Florida 32092

Todd Forham: 324 Clearwater Drive, Ponte Vedra Beach, Florida 32082

Mark Minor: 506 Casa Sevilla Avenue, St. Augustine, Florida 32092

Brian Lee: 1699 County Road 16A, St. Augustine, Florida 32092

Robin Robbins: Post Office Box 600414, St. Johns, Florida 32260

**8.03** Qualifications of the Directors, and their manner of selection and the voting rights of ex officio members shall be determined by the Corporation's Bylaws.

## **ARTICLE IX**

### **OFFICERS**

The affairs of the Corporation are to be managed by the following officers:

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President  
One or more Vice President  
Secretary/Treasurer

and other such officers as may be provided in the bylaws. Officers shall be elected by the members at the annual meeting of the Corporation, and shall serve until their successors are elected.

The initial officers, as selected by the directors are:

President: Bert Watson  
Vice President: Robin Robbins  
Secretary/Treasurer: Brian Lee

#### ARTICLE X

##### **MEMBERS**

The first members of the Corporation shall be the officers and directors set forth in these articles. Thereafter, members shall be selected pursuant to the bylaws.

#### ARTICLE XI

##### **SEAL**

The Corporation shall adopt a corporate seal meeting the requirements of governing law.

#### ARTICLE XII

##### **BYLAWS**

The initial bylaws of the Corporation shall be adopted by the Board of Directors. The bylaws may be amended from time to time as set forth therein.

#### ARTICLE XIII

##### **AMENDMENT**

These articles may be amended from time to time by two-thirds majority vote of the members present and voting at any meeting; provided that notice of the proposed action was included in the notice of meeting not later than one month before that meeting.

#### ARTICLE XIV

##### **LIMITATION OF LIABILITY**

No Director shall be personally liable to the Corporation or the members, if any, for monetary damages for breach of fiduciary duty as a Director, except that this Article shall not eliminate or limit the liability of a Director to the Corporation or the members, if any,

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for monetary damages for: (a) any breach of the Director's duty of loyalty to the Corporation or the members, if any; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) acts specified in Section 617.0831, Fla. Stat., as amended; or (d) any transaction from which the Director directly or indirectly derived an improper personal benefit.

If the Florida Not for Profit Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a Director, in addition to the limitation on personal liability provided in this Article will be further eliminated or limited to the fullest extent permitted by the Florida Not for Profit Corporation Act. Any repeal or modification of any portion of this Article will be prospective only and will not adversely affect any right or protection of a Director existing at the time of such repeal or modification.

#### ARTICLE XV

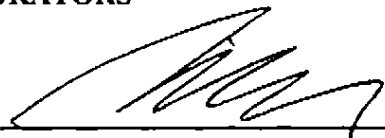
#### DISSOLUTION

Upon the Dissolution of the Foundation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Foundation, dispose of all of the assets of the Foundation exclusively for the purposes of the Foundation to the County for the benefit of the County Parks and Recreation Department. In the event that the County refuses to accept said distribution or any part thereof, said assets shall be distributed to counties and municipalities, or both, or their respective park/recreation board/commission to be used for public park purposes within their jurisdiction, which distribution shall be determined by the Board of Directors. In the event that other local governments for public parks in their jurisdiction, refuse to accept said distribution or any part thereof, or any part thereof is left after such distribution, said assets shall then be distributed to such organization or organizations organized and operated exclusively for charitable, informational, educational, cultural, historical, and scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law, as the Board of Directors shall determine.

#### ARTICLE XVI

#### INCORPORATORS

Date: 1/29/21

  
Sidney F. Ansbacher, Incorporator and  
Registered Agent

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STATE OF FLORIDA       )  
  ) ss.  
COUNTY OF ST. JOHNS    )

Before me, Cynthia W. Strickland, a notary public in the aforesaid state and county, this 29 day of January, 2021, personally appeared Sidney F. Ansbacher, who acknowledged before me that he is the Incorporator of St. Johns County Parks Foundation, Inc., a Florida Not for Profit corporation, that he signed the foregoing Articles of Incorporation of the St. Johns County Parks Foundation, Inc., as his free and voluntary act and deed for the uses and purposes therein set forth and that the facts contained therein are true, and that he agreed to serve as the registered agent for the St. Johns County Parks Foundation, Inc.

Witness my hand and official seal.

My commission expires:

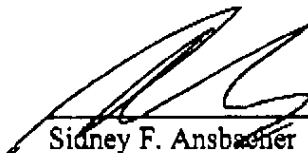
7-16-2023



Cynthia W. Strickland

**ACCEPTANCE BY REGISTERED AGENT**

I am familiar with and accept the duties and responsibilities as Registered Agent for the foregoing Corporation.

  
Sidney F. Ansbacher

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