



**Stoneburner Berry  
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August 25, 2021

Division of Corporations  
Florida Department of State  
2415 N. Monroe Street  
Suite 810  
Tallahassee, FL 32303

Re: Articles of Incorporation of STLWFAR Foundation Corporation, a  
not-for-profit corporation

Dear Sir or Madam:

Enclosed please find for filing the above-referenced Articles of Incorporation, along with our firm's check in the amount of \$70.00, representing your filing fee. Please file these Articles at your earliest convenience. Thank you in advance.

Very truly yours,



Gresham R. Stoneburner

GRS/bb  
Encls. (2)

**ARTICLES OF INCORPORATION  
OF  
STLWFAR FOUNDATION CORPORATION**

A Florida Corporation Not For Profit

In order to form a corporation in accordance with the provisions of the laws of the state of Florida for the formation of corporations not for profit, Chapter 617, Florida Statutes, the undersigned incorporator designates the following Articles for the purposes and with the powers hereinafter mentioned.

**ARTICLE I**

1.01. CORPORATION NAME. The name of this corporation is:

**STLWFAR FOUNDATION CORPORATION**

**ARTICLE II**

2.01. **PURPOSE**. The corporation is organized and shall be operated exclusively for charitable, educational and/or scientific purposes within the meaning of 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) (hereinafter, "the Code"). Such purposes shall include but shall not be limited to:

(a) To provide for the continuation of providing opportunities for disadvantaged children and adults for the funding of education, dental and health care, food banks, and other services for the poor and disenfranchised communities in the United States through 501(c)(3) organizations and non-governmental organizations abroad.

(b) To provide financial support in school fees and books, emergency home

repairs, food and clothing for needy school children, and a scholarship fund for higher education for needy students.

(c) To provide for the continuing sharing of the mandate of the gospel of the Lord Christ Jesus: "For I was in hunger, and ye gave me meat: I was thirsty, and ye gave me drink: I was a stranger, and ye took me in: Naked, and ye clothed me: I was sick, and ye visited me: I was in prison, and ye came unto me." Matthew 25:34-35.

The corporation may do any other act or thing incidental to or connected with the foregoing purposes, or in the advancement thereof, but not for the pecuniary profit or gain of its members, directors, advisors or officers, except as permitted under the Florida Not For Profit Corporation Act ("Act"). In furtherance of its corporate purposes, the corporation shall have all general powers enumerated in the Act, or any successor provisions thereto.

2.02. TERM OF EXISTENCE. The period of the duration of the existence of this corporation will be perpetual and shall commence at the time of filing of these Articles of Incorporation by the Florida Department of State.

### ARTICLE III

3.01. PURPOSES AND RESTRICTIONS. Notwithstanding any provision to the contrary, the purposes of the corporation and restrictions on its operations are as follows:

(a) This corporation is organized and operated exclusively for charitable, educational, religious, and humanitarian purposes consistent with the requirements for qualification as an exempt organization under section 501(c)(3) of the Code, and for such other purposes as are consistent with its maintaining qualification as an exempt organization under Code section

501(c)(3).

(b) The corporation shall restrict its operations to the promotion of charitable, educational, religious, and humanitarian purposes as described above within the meaning of section 501(c)(3) of the Code. Notwithstanding any provision of these Articles of Incorporation to the contrary, the corporation shall take no action inconsistent with the provisions of the Act.

(c) No part of the 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 herein.

(d) In the event the corporation is a private foundation as that term is defined in Section 509 of the Code, then notwithstanding any other provisions of the Articles of Incorporation or y by-laws of the corporation, the following provisions shall apply for the period in which the corporation is so deemed:

The corporation shall distribute the income of each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

The corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Code; nor retain any excess business holdings as defined in Section 4943(c) of the Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Code; nor make any taxable expenditures as defined in Section 4945(d) of the Code.

(e) Except as may otherwise be required by law, the corporation may, at any time, by the affirmative vote of two-thirds of the Board of Directors, merge or consolidate with or

into any corporation in such manner that the surviving corporation is organized and operated exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Code and qualifies as an exempt organization under Section 501(c)(3) of the Code.

(f) All references herein: (i) to the Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; and (ii) to particular sections of the Code shall be deemed to refer to similar or successor provisions hereafter adopted.

#### **ARTICLE IV**

4.01. NONSTOCK CORPORATION. This corporation is organized on a nonstock basis without the issuance of shares of stock evidencing ownership.

#### **ARTICLE V**

5.01. REGISTERED AGENT AND REGISTERED OFFICE. The initial Registered Agent and the street address of the initial Registered Office of the corporation in the state of Florida shall be:

Stoneburner Berry Purcell & Campbell, P.A.  
1031 LaSalle Street  
Jacksonville, FL 32207

#### **ARTICLE VI**

6.01. PRINCIPAL OFFICE. The street address of the initial principal office of the corporation in the state of Florida is:

709 S.W. Sherlock Terrace  
Lake City, FL 32024

## ARTICLE VII

7.01. DIRECTORS. The powers, business and affairs of the corporation shall be managed and directed by the Board of Directors in accordance with these Articles and the Bylaws.

The corporation initially shall have three (3) directors. Each member of the Board of Directors shall have one vote. The number of directors may be increased or decreased from time to time by amendment to the Bylaws but there shall at all times be at least three (3) directors. The method of electing the directors shall be as provided in the Bylaws. The officers of the corporation, terms of office, method of section, respective duties, and all things pertaining thereto, are defined and established in the by-laws. The initial directors of the corporation are:

Josephina M. Farris  
709 SW Sherlock Terrace  
Lake City, FL 32024

Paul M. Farris  
709 SW Sherlock Terrace  
Lake City, FL 32024

Dominique Ho Farris  
709 SW Sherlock Terrace  
Lake City, FL 32024

## **ARTICLE VIII**

8.01. **INCORPORATOR.** The name and street address of the incorporator of this corporation is as follows:

Josephina M. Farris  
709 SW Sherlock Terrace  
Lake City, FL 32024

## **ARTICLE IX**

9.01. **MEMBERSHIP.** This corporation shall have no members.

## **ARTICLE X**

10.01. **DISTRIBUTION OF ASSETS UPON DISSOLUTION.** Upon the dissolution or final liquidation of the corporation, the Board of Directors shall distribute the assets of the corporation to any one or more exempt organizations for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, as amended, or corresponding section of any future federal tax code.

## **ARTICLE XI**

11.01. **AMENDMENT.** These Articles may be amended in the manner provided by law: provided, however, that any such amendment shall require the affirmative vote of at least two-thirds (2/3) of the then incumbent members of the Board of Directors.



## **ARTICLE XII**

12.01. **BYLAWS**. The initial bylaws of the corporation shall be adopted by the initial Board of Directors. The Board of Directors may change, amend, adopt, or repeal the Bylaws as provided therein.

## **ARTICLE XIII**

13.01. **INDEMNIFICATION OF DIRECTORS AND OFFICERS AND LIMITATION ON LIABILITY**. This corporation shall indemnify the directors and officers of this corporation to the fullest extent permitted by applicable law. No director or officer of this corporation shall be liable to this corporation or any other person for monetary damages for breach of fiduciary duty as a director or officer, except to the extent such exemption from liability or limitation thereof is not permitted under the Act as the same exists or may hereafter be amended. Any amendment, modification, or repeal of this Article XIII shall not adversely affect any right or protection of a director or officer of the corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification, or repeal.

**IN WITNESS WHEREOF**, the undersigned has made and subscribed these Articles of Incorporation at Jacksonville, Duval County, Florida, this 24 day of August 2021.

  
Josephina M. Farris  
Incorporator

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF**

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Pursuant to Sections 48.091 and 617.023, Florida Statutes (2020), the undersigned, having been designated as the initial Registered Agent for the service of process within the state of Florida upon STLWFAR FOUNDATION CORPORATION, a not-for-profit corporation organized under the laws of the state of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 1031 LaSalle Street, Jacksonville, Florida 32207.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal in Jacksonville, Florida, Duval County, Florida, on this 24th day of August, 2021.

STONEBURNER BERRY PURCELL &  
CAMPBELL, P.A.



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By: Gresham R. Stoneburner  
Registered Agent