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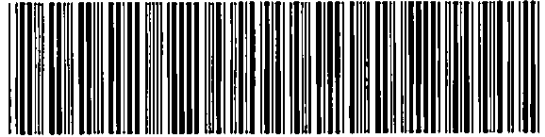
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 24, 2021

THOMAS M. DONAHOO, JR.
DONAHOO MCMANAMY
245 RIVERSIDE AVENUE, SUITE 450
JACKSONVILLE, FL 32202

SUBJECT: ST. MARY'S EPISCOPAL CHURCH OF GREEN COVE SPRINGS
FOUNDATION, INC.
Ref. Number: W21000128505

The fee to file is \$70.,

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Tyrone Scott
Regulatory Specialist II
New Filings Section

Letter Number: 321A00023136



DONAHOO & McMENAMY, P.A.
245 RIVERSIDE AVENUE, SUITE 450
JACKSONVILLE, FL 32202
T: (904) 354-8080 F: (904) 791-9563
dmjaxlaw.com

September 20, 2021

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
2415 N. Monroe
Tallahassee, FL 32314

**Re: St Mary's Episcopal Church Of Green Cove Springs Foundation, Inc.
Our File Reference: 12587.001**


Dear Madam or Sir:

I am sending the following for your further handling with regard to the above referenced entity:

1. Original and copy of Articles of Incorporation of St Mary's Episcopal Church Of Green Cove Springs Foundation, Inc.
2. Check in the amount of \$78.75 for filing fee, Designation of Resident Agent, and Office.

Please return the certified copy to our office at the above address. Thank you for your assistance with this matter and if you should have any questions, please feel free to give me a call.

Sincerely,



Thomas M. Donahoo Jr.

Enclosures

cc: Amy Slater VIA email
Tom Slater VIA email

ARTICLES OF INCORPORATION
of
**ST. MARY'S EPISCOPAL CHURCH OF GREEN COVE
SPRINGS FOUNDATION, INC.**

The undersigned incorporators to these Articles of Incorporation hereby execute said Articles of Incorporation for the purpose of forming a Not-For-Profit Corporation under the Florida Not For Profit Corporation Act.

**ARTICLE ONE
NAME AND ADDRESS**

The name of the Corporation is **ST. MARY'S EPISCOPAL CHURCH OF GREEN COVE SPRINGS FOUNDATION, INC.**, and the street address of the initial principal office is 400 St. Johns Avenue, Green Cove Springs, FL 32043. The mailing address of the Corporation shall be the same as its street address.

**ARTICLE TWO
DURATION**

The Corporation is to exist perpetually.

**ARTICLE THREE
PURPOSE**

The Corporation is organized and will be operated exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Internal Revenue Code Section 501(c)(3) and to solicit and receive by gift, bequest, or devise, purchase or lease, absolute or in trust, any property, real or personal or mixed, and to administer such property, to sell lease or convey the same, to invest or reinvest the same, to contract and be contracted with, sue and be sued, or the proceeds thereof, to borrow against the same and to use said property, or the income or proceeds therefrom, for the support, development, expansion or benefit of the religious and educational facilities of St. Mary's Episcopal Church of Green Cove Springs, and to also provide scholarship and related funds, all in such manner as in the judgment of the Directors will best promote such objects. In every case where the donor, grantor, testator or testatrix shall give property to the

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Foundation with specific instructions for the use thereof, such trust shall be designated as a Special Fund and the instructions so received shall be binding on the Foundation and shall be faithfully performed , provided: That if the object or purpose to, or for which any Special Fund has been made shall cease to exist and if, in the opinion of the Directors, no similar object purpose can be found, then such Special Fund shall become a part of the General Funds or property of the Foundation; and further, provided: That the Directors of this Foundation shall, in their sole discretion, have the right accept or reject such gift, bequest or devise. In the absence of specific directions from the donor, grantor, testator or testatrix, the property received by the Foundation shall be part of the "General Funds" and shall be used, held or distributed as the Directors deem will best promote the objects of the Foundation.

ARTICLE FOUR INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent and registered office in the State of Florida are:

Donahoo & McMenamy, P.A.
245 Riverside Avenue, Suite 150
Jacksonville, FL 32202

ARTICLE FIVE BOARD OF DIRECTORS

The number of directors to constitute the first Board of Directors is four (4). The Board of Directors will have authority for all affairs of the Corporation and may exercise all powers of the Corporation as permitted by federal law, state law, and the Articles of Incorporation and By-Laws of the Corporation as in effect from time to time.

After this initial Board of Directors is organized, it may change the number of directors in the manner provided in the By-Laws and consistent with the laws of the State of Florida. The manner in which the directors are elected or appointed is set forth in the Bylaws of the Corporation.

The names and addresses of the initial directors of the Corporation are:

	<u>NAME</u>	<u>ADDRESS</u>
1.	Amy A. Slater	44 Dewees Avenue Atlantic Beach, FL 32233
2.	Tom Dorsky	1688 Pinecrest Drive Fleming Island, FL 32003

- | | | |
|----|------------------|---|
| 3. | Pat Garlinghouse | 3520 Gwinn Street
PO Box 343
Penney Farms, FL 32079 |
| 4. | Bob Buehn | 1883 Osprey Bluff Boulevard
Fleming Island, FL 32003 |
| 5. | Leslie Tank | 120 Bay Street, Unit 101
Green Cove Springs, FL 32043 |

**ARTICLE SIX
INCORPORATORS**

The name and post office address of the Incorporators of these Articles of Incorporation are:

- | <u>NAME</u> | <u>ADDRESS</u> |
|---------------------|--|
| 1. Amy A. Slater | 44 Dewees Avenue
Atlantic Beach, FL 32233 |
| 2. Tom Dorsky | 1688 Pinecrest Drive
Fleming Island, FL 32003 |
| 3. Pat Garlinghouse | 3520 Gwinn Street
PO Box 343
Penny Farms, FL 32079 |
| 4. Bob Buehn | 1883 Osprey Bluff Boulevard
Fleming Island, FL 32003 |
| 5. Leslie Tank | 120 Bay Street, Unit 101
Green Cove Springs, FL 32043 |

**ARTICLE SEVEN
BY-LAWS**

In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall adopt, amend, and repeal, from time to time, the By-Laws of the Corporation.

ARTICLE EIGHT AMENDMENTS

The corporation may amend the Articles of Incorporation in the manner provided by the laws of the State of Florida. But no amendment may authorize the Board of Directors to conduct the affairs of the nonprofit corporation in any manner or for any purpose contrary to the provisions of Internal Revenue Code Section 501(c)(3) or the purpose of the corporation as set forth in these articles.

ARTICLE NINE DISSOLUTION AND DISTRIBUTION

Upon the dissolution of the Corporation, the assets shall be distributed to the Episcopal Church of the Diocese of Florida, Inc. a Florida not for profit corporation and if not in existence, to the Episcopal Church of the United States of America. 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 religious and charitable purposes or to one or more organizations that are, at that time, qualified as exempt organizations under Section 501(c)(3), as the court determines.

ARTICLE TEN RESTRICTIONS

Notwithstanding any powers granted to this Corporation by the Articles of Incorporation, Bylaws, or by the laws of the State of Florida, the following limitations of powers shall apply:

(1) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, directors, or other private persons, except that this 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 3 above.

(2) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation as defined in Internal Revenue Code Section 4945, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(3) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a Corporation exempt from federal income tax under Internal Revenue Code Section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under Internal Revenue Code Sections 170(c)(2) or 2055; or (iii) by a not-for-profit corporation organized under the laws of the State of Florida.

(4) If the Corporation is classified as a Private Foundation within the meaning of Internal Revenue Code Section 509, and is not an Operating Foundation as defined by Section 4942(j)(3), then the following provisions shall apply:

(a) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Internal Revenue Code Section 4942.

(b) The Corporation will not engage in any act of self-dealing as defined in Internal Revenue Code Section 4941(d).

(c) The Corporation will not retain any excess business holdings as defined in Internal Revenue Code Section 4943(c).

(d) The Corporation will not make any investments in a manner as to subject it to tax under Internal Revenue Code Section 4944.

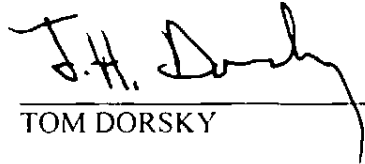
(e) The Corporation will not make any taxable expenditures as defined in Internal Revenue Code Section 4945(d).

ARTICLE ELEVEN MISCELLANEOUS

All general or specific references to the Internal Revenue Code are to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States revenue law. Similarly, any general or specific references to the laws of the State of Florida are to the laws of the State of Florida as now in force or later amended.

IN WITNESS WHEREOF, WE, the undersigned subscribing incorporators, have hereunto set our hands and seal this 19th day of September, 2021, for the purpose of forming this non-profit corporation under the Not-For-Profit Corporation Law of the State of Florida, and we hereby make and file in the office of the Secretary of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.


AMY A. SLATER


TOM DORSKY


PAT GARLINGHOUSE


BOB BUEHN


LESLIE TANK

ACCEPTANCE OF RESIDENT AGENT

I hereby state that I am familiar with the obligations of and accept appointment as registered agent on behalf of ST. MARY'S EPISCOPAL CHURCH OF GREEN COVE SPRINGS FOUNDATION, INC.

Signed on September 20, 2021.



By: THOMAS M. DONAHOO, JR.
For DONAHOO & McMENAMY, P.A.,
"Registered Agent"