

N22000005006

(Requestor's Name)

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(City/State/Zip/Phone #)

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☐ WAIT

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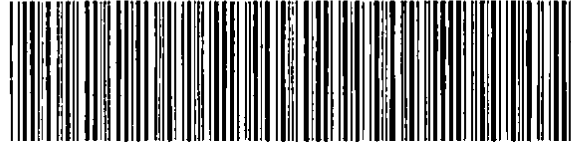
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*Amended & Restated
Articles*

FILED
2022 MAY 20 AM 8:02
TALLAHASSEE, FL 32301

RECEIVED
2022 MAY 20 PM 3:04
TALLAHASSEE, FL 32301

A. RAMSEY
MAY 26 2022

*02250, 00524, 00671

Incorporating Services, Ltd.

1540 Glenway Drive
Tallahassee, FL 32301
850.656.7956
Fax: 850.656.7953
www.incserv.com
e-mail: accounting@incserv.com

incserv

ORDER FORM

TO Florida Department of State
The Centre of Tallahassee
2415 North Monroe Street, Suite 810
Tallahassee, FL 32303
corphelp@dos.myflorida.com
850-245-6051

FROM Melissa Moreau
mmoreau@incserv.com
850.656.7953

REQUEST DATE 5/20/2022

PRIORITY Regular Approval

OUR REF. # (Order ID#) 1040545

ORDER ENTITY

FLAGLER FAMILY GREENHAVEN CEMETERY, INC.

PLEASE PERFORM THE FOLLOWING SERVICES:

FLAGLER FAMILY GREENHAVEN CEMETERY, INC. (FL)

File the attached amended and restated document and provide a certified copy.

NOTES:

\$43.75 Authorized

Email address for annual report reminders: JLee@shutts.com

RETURN/FORWARDING INSTRUCTIONS:

ACCOUNT NUMBER: I20050000052

Please bill the above referenced account for this order.

If you have any questions please contact me at 656-7956,

Sincerely,



Please bill us for your services and be sure to include our reference number on the invoice and courier package if applicable. For UCC orders, please include the thru date on the results.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

2022 MAY 25 AM 10:44

OFFICE OF THE
TALLAHASSEE, FLORIDA

May 23, 2022

INCORPORATING SERVICES, LTD

TALLAHASSEE, FL 32301 US

SUBJECT: FLAGLER FAMILY GREENHAVEN CEMETERY, INC.
Ref. Number: N22000005006

*Please honor the
original submission date
as the file date. Thanks! :)*

We have received your document for FLAGLER FAMILY GREENHAVEN CEMETERY, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The statute number is incorrect in paragraph 1. It should be 617.1007 and the last page of the document is too dark for imaging.

Please return 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) 245-6823.

Annette Ramsey
OPS

Letter Number: 522A00011673

*Please honor the
original submission date
as the file date. Thanks! :)*

FILED

2022 MAY 20 AM 8: 02

CLERK OF THE COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FLAGLER FAMILY GREENHAVEN CEMETERY, INC.**

Pursuant to the provisions of Section 617.1007, Florida Statutes, FLAGLER FAMILY GREENHAVEN CEMETERY, INC., a Florida corporation (the "Corporation"), whose Articles of Incorporation ("Articles") were originally filed with the Florida Department of State on May 2, 2022, and was assigned **document number N22000005006**, hereby amends and restates its Articles in their entirety

These Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors of the Corporation and approved by the Members of the Corporation on May 18, 2022, and the number of votes cast in favor of these Amended and Restated Articles of Incorporation were sufficient for approval.

**ARTICLE I
NAME AND ADDRESS**

- (a) The name of the Corporation is "FLAGLER FAMILY GREENHAVEN CEMETERY, INC."
- (b) The street address of the Corporation's initial principal office shall be F/B/O Services, Inc., 2011 Renaissance Blvd., King of Prussia, PA 19406.
- (c) The Corporation's mailing address shall be F/B/O Services, Inc., 2011 Renaissance Blvd., King of Prussia, PA 19406.

**ARTICLE II
TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE III
PURPOSES; RESTRICTIONS**

- (a) Subject to the restrictions set forth in Paragraph (b) below, the purposes for which the Corporation is organized are to operate as a mutual nonprofit cemetery company owned and operated exclusively for the benefit of the Corporation's Members who hold such lots for bona fide burial purposes and not for the purpose of resale or which are not operated for profit; and for owning, controlling, regulating, maintaining and perpetuating a cemetery and associated property in Greenhaven, New York, qualified as an exempt organization under Section 501(c)(13) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax laws (the "Code"). The general purposes for which this Corporation is formed are to: own property of every kind and character; receive funds by gifts, donations, endowments and make grants, distributions and donations in a manner and to recipients permitted by the Code; and engage in any other lawful act or activity for which corporations may be organized under the Florida Not For Profit Corporation Act to the extent such act or activity is permitted under Section 501(c)(13) of the Code, or corresponding provisions of any subsequent federal tax laws. The Corporation

shall not engage in any activities prohibited by the Code for a corporation qualified as an exempt organization under Section 501(c)(13) of the Code, or corresponding provision of any subsequent federal tax laws.

(b) Despite any contrary provision of these Articles:

(1) No part of the net earnings of the Corporation shall inure to the benefit of any Member, director, or officer of the Corporation, or any private individual, except that the Corporation shall be authorized and empowered (i) to pay reasonable compensation for services rendered to or for the Corporation, and (ii) to make payments and distributions in furtherance of the purposes set forth in Paragraph (a) above;

(2) No Member, director, or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation;

(3) No substantial part of the Corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office;

(4) The Corporation shall not have or exercise any power, nor shall it engage directly or indirectly in any activity, that is not permitted for, or which would otherwise invalidate the Corporation's status as, either (i) a corporation that is exempt from federal income taxation as an organization described in Sections 501(a) and 501(c)(13) of the Code, or (ii) an organization, contributions to which are deductible under Code Section 170(c)(5).

ARTICLE IV **POWERS**

Subject to the restrictions in these Articles, the Corporation shall have all corporate powers authorized by the laws of the State of Florida for not for profit corporations, provided, that the exercise of any such powers shall be in furtherance of any one or more of the Corporation's exempt purposes, as described in ARTICLE III above.

ARTICLE V **MEMBERS**

The Corporation shall have only one class of membership. The number and qualification of the members of the corporation, the manner of their admission, rights of members, appointment, and designation of members, shall be as set forth in the Corporation's Bylaws.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

(a) All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed by, the Corporation's board of directors (the "**Board of Directors**" or "**Board**").

(b) The names and addresses of the initial members of the Board are as follows:

- 1) LAMONT HARRIS.
c/o FBO Services, Inc.
2011 Renaissance Blvd.
King of Prussia, PA 19406
- 2) NICHOLAS HARRIS
c/o FBO Services, Inc.
2011 Renaissance Blvd.
King of Prussia, PA 19406
- 3) JOHN M. BLADES
15623 Cresswind Drive
Westlake FL 33470

(c) The manner in which future directors are to be elected or appointed shall be as set forth in the Bylaws. The number of directors may be increased or decreased in the manner provided in the Bylaws, but the Corporation shall always have at least three directors.

ARTICLE VII
INITIAL OFFICERS

The names and addresses of the initial officers of the Corporation appear below beside the name of the office held by such person:

- President - LAMONT HARRIS.
c/o FBO Services, Inc.
2011 Renaissance Blvd.
King of Prussia, PA 19406
- Treasurer - JOHN M. BLADES
15623 Cresswind Drive
Westlake, Florida 33470
- Secretary - NICHOLAS HARRIS
c/o FBO Services, Inc.
2011 Renaissance Blvd.
King of Prussia, PA 19406

ARTICLE VIII
ADOPTION AND AMENDMENT OF BYLAWS

The initial Bylaws shall be adopted by the Board. The powers to alter, amend, repeal, and restate the Bylaws shall be vested in the Board, except as otherwise provided in the Bylaws. However, no change may ever be made to the Bylaws that would result in the denial or revocation of the Corporation's tax-exempt status under Section 501(c)(13) of the Code.

ARTICLE IX
AMENDMENT OF THESE ARTICLES

The Members and the Board (or any committee or officer of the Corporation that is duly authorized by the Board) may alter, amend, or restate these Articles at any time, by an affirmative vote of at least Seventy-Five Percent (75.00%) of the Members of the Corporation and an affirmative vote of at least Seventy-Five Percent (75.00%) of the Board (or any committee or officer of the Corporation that is duly authorized by the Board). However, no change may ever be made to these Articles that would result in the denial or revocation of the Corporation's tax-exempt status under Section 501(c)(13) of the Code.

ARTICLE X
DISSOLUTION

All property of the Corporation is irrevocably dedicated to charitable purposes and no part of the Corporation's net income or assets shall ever inure to the benefit of any director, officer, or Member of the Corporation or to the benefit of any private person.

Upon the termination, dissolution, or final liquidation of the Corporation in any manner and for any reason, the Board shall first, pay or provide for the payment of all liabilities of the Corporation. After the payment of all liabilities of the Corporation, the Board shall then distribute all remaining assets for one or more of the Corporation's exempt purposes within the meaning of Section 501(c)(13) of the Code, or to such one or more corporations, funds, foundations, or organizations selected by the Board, provided that all such corporations, funds, foundations, and organizations shall, at such time, be described in Code Section 501(c)(13), or, alternatively, to one or more organizations exempt and described under Section 501(c)(3) of the Code, as selected by the Board in its discretion.

ARTICLE XI
REGISTERED AGENT AND ADDRESS

The name and Florida street address of the Corporation's registered agent as follows:

LAMONT HARRIS
121 Palmetto Lane.
West Palm Beach, Florida 33405

The undersigned Director of the Corporation hereby executes and submits these Amended and Restated Articles of Incorporation and affirms the truth of all the facts stated in these Articles, as of May 24, 22. These Amended and Restated Articles of Incorporation shall be effective upon filing with the Florida Department of State.



Lamont Harris, Director

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

The name and Florida street address of the Corporation's registered agent is as follows:

LAMONT HARRIS
121 Palmetto Lane
West Palm Beach, FL 33405

Having been named registered agent to accept service of process for the Corporation at the place designated in these Articles, the undersigned hereby agrees to act in such capacity and confirms that she is familiar with and accepts the obligations provided for in Section 617.0502 of the Florida Statutes, as of the effective date of these Articles.



Lamont Harris, Registered Agent