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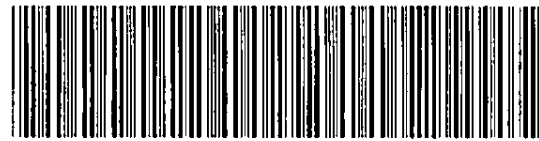
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

BRYANT MILLER OLIVE P.A.

Requester's Name

1545 Raymond Diehl Road, Suite 300

Address

Tallahassee, FL 32308

City/State/Zip

850-222-8611

Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. St. Johns River State College Student Housing Corporation

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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NEW FILINGS

- ☐ Profit
- ☒ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

COVER LETTER

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

SUBJECT: ST. JOHNS RIVER STATE COLLEGE STUDENT HOUSING CORPORATION
(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: Bryant Miller Olive P.A. (Attn: Pamela McCrary)

Name (Printed or typed)

1545 Raymond Diehl Road, Suite 300

Address

Tallahassee, Florida 32308

City, State & Zip

850-222-8611

Daytime Telephone number

gilberteans@sjrstate.edu

E-mail address: (to be used for future annual report notification)

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

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SEC. CLERK OF DIST. CT.
TALLAHASSEE, FLA.

**ARTICLES OF INCORPORATION
OF
ST. JOHNS RIVER STATE COLLEGE STUDENT HOUSING CORPORATION**

The undersigned hereby forms a not-for-profit corporation under Chapter 617 of the Florida Statutes, and for these purposes adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation shall be the ST. JOHNS RIVER STATE COLLEGE STUDENT HOUSING CORPORATION. For convenience, the corporation shall be referred to as the "Corporation."

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The address of the Corporation's principal office and registered office is St. Johns River State College, 5001 St. Johns Avenue, Palatka, Florida 32177.

**ARTICLE III
PURPOSES**

(a) The Corporation shall be organized and operated to serve public interests as a direct-support organization for St. Johns River State College (the "College"), as defined in Section 1004.70 of the Florida Statutes, as may be amended, and shall support the activities and educational purposes of the College by leasing certain real property for purposes of facilitating the construction of residential housing and other services ancillary to residential housing for the benefit of students of St. Johns River State College, as well as providing assistance in connection with the development, financing, acquisition or construction of capital or other college projects, [including management of financial institution relationships, investment of securities, and structuring of debt relating thereto, if any].

(b) The Corporation shall exist and operate solely for scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations promulgated thereunder, (the "Code") and no part of the income or assets of this Corporation shall be distributed to, nor inure to the benefit of, any individual, 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, including reimbursing actual expenditures in accordance with the laws of the State of Florida and the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

(c) The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Code and shall not be operated for the benefit of private interests.

**ARTICLE IV
POWERS**

(a) The Corporation shall have and exercise all powers of a not-for-profit corporation as the same now exists or may hereinafter exist under the laws of the State of Florida.

(b) Upon certification as a direct support organization by The District Board of Trustees of St. Johns River State College, Florida, (the "Board of Trustees"), the Corporation shall be authorized to use the property, facilities, and personal services of the College, to receive, hold, invest, or administer assets or property and to make expenditures for the benefit of the College in accordance with Florida law. The Corporation further shall be authorized to issue revenue bonds, certificates of participation, or other forms of indebtedness upon approval of the College's Board of Trustees and in accordance with the applicable laws of the State of Florida, and to enter into agreements to finance, develop, design and construct, lease, lease-purchase, purchase, or operate facilities necessary and desirable to serve the needs and purposes of the College.

(c) Notwithstanding any other provision hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code. No part of the assets, income, or profits of the Corporation shall be distributable to, or inure to the benefit of, its members, directors, or officers or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein.

ARTICLE V MEMBERS

The members of the Corporation shall consist of the members of the Corporation's Board of Directors.

ARTICLE VI DIRECTORS AND THE MANNER OF ELECTION OF DIRECTORS

All corporate powers of the Corporation shall be exercised by or under the authority of the Corporation's Board of Directors. The Board of Directors shall carry out the purposes of the Corporation in compliance with these Articles of Incorporation and the Corporation's Bylaws. The method of appointment or election of directors shall be as stated in the Bylaws of this Corporation.

Any member of the Board of Directors may serve as an officer of the Corporation. An officer of the Corporation may hold one or more offices with the Corporation simultaneously, except as prohibited by the Bylaws of the Corporation or the laws of the State of Florida or the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. The officers of the Corporation shall consist of a Chairperson, Vice-Chairperson, Secretary, and Treasurer, or such other positions and in such number as specified in the Bylaws of the Corporation. Such other officers and assistant officers and agents (including but not limited to Assistant Secretaries and Assistant Treasurers) as may be deemed necessary may be elected or appointed by the Board of Directors from time to time. The number of officers, length of terms to be served, qualifications, manner of election and removal of officers shall be set forth in the Bylaws of this Corporation.

ARTICLE VII BYLAWS

The Bylaws of the Corporation shall be initially approved by a two-thirds vote of the Board of Directors and thereafter may be amended by a two-thirds vote of the directors at the annual meeting of the directors or at a duly called meeting of the directors in accordance with the Bylaws. The Bylaws and amendments thereto shall be submitted for approval to the College Board of Trustees prior to becoming effective.

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JANUARY 9
TALLAHASSEE

effective.

ARTICLE VIII AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of two-thirds of the voting directors present in the manner provided by law, subject to any approval which shall be required by the College Board of Trustees.

ARTICLE IX INDEMNIFICATION

Every director, officer, and employee of the Corporation shall be indemnified by the Corporation against and reimbursed for all reasonable expenses and liabilities, including attorneys' fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be a party, or in which they may become involved, by reason of their being or having been a director, officer or employee of this Corporation, or any settlement thereof, whether or not they are directors, officers, or employees at the time such are incurred, except in such cases where the director, officer or employee is adjudged guilty of willful malfeasance or misfeasance in the performance of duties; provided that, in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. With prior approval of the Board of Directors, costs, charges and expenses (including attorneys' fees) incurred by a director, officer or employee may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director, officer or employee to repay all amounts so advanced in the event it shall ultimately be determined that such director, officer or employee is not entitled to be indemnified by the Corporation as authorized in this Article or under state law, and upon satisfaction of such other conditions as are required by current or future legislation. The decision by the Corporation to indemnify a director, officer, or employee or to make advance to a director, officer or employee shall be final and shall not be subject to judicial review. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such directors, officers or employees shall be entitled. Notwithstanding the foregoing, the Board of directors shall have the power to consolidate the representation of individual directors, officers, and employees so that the Corporation shall not incur unreasonable attorneys' fees and other costs. Prompt written notice, by registered mail, of all claims for which indemnification is or may be sought shall be given to the Corporation and no settlement of any such claim shall be entered into without reasonable prior written notice, by registered mail, having been given to the Foundation.

ARTICLE X TERMS OF EXISTENCE

Subject to the provisions of Article XI of these Articles of Incorporation, the Corporation shall have perpetual existence.

ARTICLE XI DISSOLUTION

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after the payments of the Corporation's lawful debts shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, to The District Board of Trustees of St. Johns River State College, Florida, a public body corporate of the State of Florida, or, if that organization has ceased to exist, to such other

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TALLAHASSEE, FL

organization or organizations that are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 as directed by the State Board of Education of the State of Florida, or the successor to the State Board of Education if such board no longer exists, or, if the foregoing have ceased to exist, to the State of Florida, the federal government, or a local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction within Putnam County, Florida, exclusively for one or more exempt public purposes, or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII INCORPORATOR

The name and the street address of the incorporator for these Articles of Incorporation is Joe H. Pickens, 5001 St. Johns Avenue, Palatka, Florida 32177.

ARTICLE XIII REGISTERED OFFICE AND REGISTERED AGENT

The Corporation hereby designates its Registered Agent as President Joe H. Pickens and its Registered Office to be located at St. Johns River State College, 5001 St. Johns Avenue, Palatka, Florida 32177. In accordance with the Bylaws, the President shall serve as the Registered Agent of the Corporation, to accept service of process within this State, and to serve in such capacity until a successor is selected and duly designated.

IN WITNESS WHEREOF, I have set my hand and seal this 20 day of FEBRUARY, 2023.

By: 

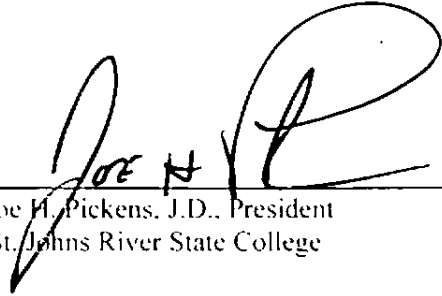
Wendell D. Davis, Chair
The District Board of Trustees of
St. Johns River State College, Florida

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TALLAHASSEE, FL

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Articles of Incorporation of St. Johns River State College Student Housing Corporation, being familiar with the obligations of that position, I hereby accept and agree to act in this capacity.

Dated: 2/20/23

By: 
Joe H. Pickens, J.D., President
St. Johns River State College

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