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FLORIDA
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FLORIDA PROFIT/NON PROFIT CORPORATION

Friends of the Carmelite Nuns of the Diocese of St.

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**ARTICLES OF INCORPORATION
OF
FRIENDS OF THE CARMELITE NUNS OF THE DIOCESE OF ST. AUGUSTINE, INC.
(A NOT-FOR-PROFIT CORPORATION)**

**ARTICLE I
NAME**

The name of this corporation is Friends of the Carmelite Nuns of the Diocese of St. Augustine, Inc. (referred to herein as the "*Corporation*")

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and the mailing address of the Corporation are 356 N. Roscoe Boulevard, Ponte Vedra Beach, Florida 32082.

**ARTICLE III
PURPOSES**

The Corporation is organized and shall be operated exclusively as a corporation not-for-profit and for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "*Code*"), and the Treasury Regulations issued thereunder, or the corresponding provision of any future United States Internal Revenue Law, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue Law. More specifically, but without any limitation of the foregoing, the Corporation shall provide financial and other assistance to a community of the Order of Discalced Carmelite Nuns of the Roman Catholic Church (the "*Order*") which currently resides at the Monastery of the Little Flower of Jesus in Buffalo, New York, for the purpose of their relocation from Buffalo, New York to a monastery to be acquired or established within the territory of the Roman Catholic Diocese of St. Augustine, Florida, and, thereafter, to provide ongoing financial and other assistance to that Order and monastery.

**ARTICLE IV
POWERS**

The Corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by Section 617.0302, Florida Statutes, including all those things necessary or expedient to carry out the purposes and responsibilities of the Corporation.

Notwithstanding the generality of the foregoing, the powers of the Corporation shall be subject to the following limitations and restrictions:

(a) The Corporation shall have no power to do any act inconsistent with the provisions of Sections 501(c)(3) and 170(c)(2) of the Code, or the corresponding provisions of any future United States Internal Revenue Laws and the Corporation shall not carry on any other

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activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Law, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or any other corresponding provision of any future United States Internal Revenue Law.

(b) No part of the income, profit or assets of the Corporation shall inure to the benefit of, or be distributable to, directly or indirectly, its directors, officers, or other private persons; provided however, 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 in Article III of these Articles of Incorporation; and

(c) No substantial part of the activities of the Corporation 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE V MEMBERS

This Corporation shall have no members.

ARTICLE VI BOARD OF DIRECTORS

(a) All corporate powers shall be exercised under the authority of, and the affairs of the Corporation shall be managed under the direction of the Board of Directors, except as otherwise provided by law or in these Articles of Incorporation or the Bylaws of the Corporation.

(b) The Corporation shall have three (3) directors as of the filing of these Articles of Incorporation. The number of directors may be increased or decreased from time to time according to the Bylaws, but shall never be less than three (3) or more than nine (9).

(c) The Board of Directors shall have the power to elect additional or successor directors and shall have the power to remove any existing director as provided in the Bylaws.

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

| NAME | ADDRESS |
|----------------------|---|
| Catherine N. Hensley | 356 N. Roscoe Boulevard Ponte Vedra Beach, Florida 32082 |

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| | |
|--------------------|---|
| William K. Hensley | 356 N. Roscoe Boulevard Ponte Vedra Beach, Florida 32082 |
| Robert J. Mylod | 165B English Oak Lane Ponte Vedra Beach, Florida 32082 |

**ARTICLE VII
OFFICERS**

(a) The officers of the Corporation shall be a President, a Secretary and a Treasurer, and such other officers as may be provided by the Bylaws.

(b) The officers shall be elected by a majority vote of the members of the Board of Directors at their annual meeting or at such other times as provided in the Bylaws.

(c) The names of the initial officers of the Corporation are as follows:

| | |
|----------------------|-----------|
| Catherine N. Hensley | President |
| William K. Hensley | Treasurer |
| Robert J. Mylod | Secretary |

**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 356 N. Roscoe Boulevard, Ponte Vedra Beach, Florida 32082; the name of the initial registered agent of the Corporation at that address is William K. Hensley.

**ARTICLE VII
INCORPORATOR**

The name and address of the subscriber to these Articles of Incorporation is, Catherine N. Hensley, 356 N. Roscoe Boulevard, Ponte Vedra Beach, Florida 32082.

**ARTICLE VIII
DURATION AND COMMENCEMENT**

The Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles of Incorporation are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

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ARTICLE IX BYLAWS

(a) The Board of Directors, by majority vote, may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as they may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Board of Directors; provided, however, that such Bylaws shall not conflict with any of the provisions of these Articles of Incorporation.

(b) Upon proper notice, the Bylaws may be amended, altered or rescinded by the majority vote of members of the Board of Directors at any regular meeting, or any special meeting for such purpose.

ARTICLE X AMENDMENTS

Upon proper notice, these Articles of Incorporation may be amended, altered, changed or repealed by majority vote of the members of the Board of Directors. All power and authority conferred hereby upon officers and the Board of Directors of the Corporation are granted subject to the further amendment of these Articles of Incorporation.

ARTICLE XI CORPORATE LIQUIDATION AND DISSOLUTION

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of the Corporation, and upon dissolution, the assets of the Corporation, after all debts and liabilities are paid, shall be distributed:

(a) to one or more organizations qualified under Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Law, that have purposes similar to the charitable purposes of the Corporation;

(b) to the federal government or a state or local government, for public purposes similar to the charitable purposes of the Corporation consistent with Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Law, and in accordance with the laws of the State of Florida; or

(c) upon order of a court of competent jurisdiction, to another organization to be used in such manner as in the judgment of the court will best accomplish the charitable purposes of this Corporation.

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ARTICLE XII LIMITATIONS ON CORPORATE POWER

Should the corporation at any time be considered a "*Private Foundation*" under Section 509(a) of the Code, or the corresponding provision of any future United States Internal Revenue Law, the following limitations will apply:

(a) The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provision of any future United States Internal Revenue Law;

(b) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provision of any future United States Internal Revenue Law;

(c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provision of any future United States Internal Revenue Law;

(d) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or the corresponding provision of any future United States Internal Revenue Law; and

(e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE XIII INDEMNIFICATION

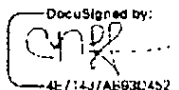
The Corporation shall indemnify officers, directors, employees and agents to the full extent permitted by the Florida Not-For-Profit Corporation Act, provided, however that no such indemnification shall be permitted if such indemnification would violate the purposes of the Corporation as specified in Article III of these Articles of Incorporation or would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code, or corresponding provisions of any future United States Internal Revenue Laws.

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IN WITNESS WHEREOF, I, the undersigned Incorporator, have made, signed and hereby acknowledge these Articles of Incorporation this June 15, 2023, for the purpose of incorporating as a corporation not-for-profit under the laws of the State of Florida.

DocuSigned by:

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Catherine N. Hensley, Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with the Act:

That the Friends of the Carmelite Nuns of the Diocese of St. Augustine, Inc. desiring to incorporate under the laws of the State of Florida with its principal office at the location indicated in the Certificate of Incorporation, in St. Johns County, Florida, has named William K. Hensley, located at 356 N. Roscoe Boulevard, Ponte Vedra Beach, Florida 32256, as its agent to accept service of process within this State.

ACKNOWLEDGMENT BY REGISTERED AGENT:

Having been named to accept service of process for the Corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of the Act relative to keeping open such office.

Date: June 15, 2023

DocuSigned by:
W. Kyle Hensley
04FA7A832676407
William K. Hensley, Resident Agent

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FAX 904.971.1111

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