

# N94000005955

**COBLE, WOODS, WEBSTER, BUSH, CLAYTON & TEAL, P.A.**

ATTORNEYS AT LAW

COBLE BUILDING  
1020 INT'L. SPEEDWAY BLVD.  
DAYTONA BEACH, FLORIDA 32114

114 WEST RICH AVENUE  
DELAND, FLORIDA 32720

PLEASE REPLY TO:  
POST OFFICE DRAWER 9870  
DAYTONA BEACH, FLORIDA 32120

DAYTONA (904) 253-0661  
DELAND/ORANGE CITY (904) 774-4979  
PALM COAST (904) 445-3621  
DAYTONA FAX (904) 253-9737

J. KERMIT COBLE  
JUDSON I. WOODS, JR.\*\*\*  
DANIEL J. WEBSTER, P.A.\*\*  
WILLIAM DAVID BUSH, III, P.A.  
JAMES R. CLAYTON\*  
MICHAEL S. TEAL\*  
\*PARTNERS IN CLAYTON & TEAL, P.A.  
DELAND, FLORIDA  
\*\*ALSO ADMITTED IN  
WASHINGTON, D.C.  
\*\*\*ALSO ADMITTED IN  
LOUISIANA

April 28, 1997

**FEDERAL EXPRESS**

Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32301

700002158877--0  
-04/29/97--01095--002  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Eleventh District Enterprises, Inc.  
Amended and Restated Articles of Incorporation

Gentlemen/Ladies:

Enclosed are:

(a) Original and one copy of the Amended and Restated Articles of Incorporation for the above-referenced Florida corporation.

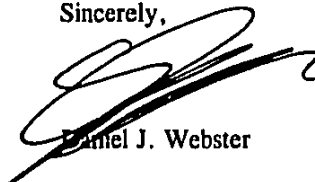
(b) Our check, made payable to Secretary of State, in the amount of \$87.50 (to cover the following: filing fee, and a fee for certified copy of Amended and Restated Articles of Incorporation).

The Articles of Incorporation are delivered pursuant to Chapter 607, Florida Statutes. We request that the Amended and Restated Articles be filed in accordance with that chapter and that a certificate of incorporation be issued effective the date shown in the Amended and Restated Articles. Please prepare a certified copy of the Amended and Restated Articles of Incorporation and send the certified copy to our office.

If you have any questions about these documents, please call the undersigned attorney.

With kind regards,

Sincerely,

  
Daniel J. Webster

*Asst. Sec. of State*  
**FILED**  
**97 APR 29 4 9:36**  
**DEPARTMENT OF STATE**  
**DIVISION OF CORPORATIONS**

Enclosures

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF**

**ELEVENTH DISTRICT ENTERPRISES, INC.  
(A Florida Not for Profit Corporation)**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 29 AM 9:36

The undersigned Chairman and Secretary of the Board of Directors of Eleventh District Enterprises, Inc., a Florida not for profit corporation, hereby make, subscribe to, acknowledge, and file these Amended and Restated Articles of Incorporation to amend and restate the Articles of Incorporation for a corporation not-for-profit pursuant to the laws of the State of Florida.

**ARTICLE I  
(Name of Corporation)**

The name of the corporation shall be **Eleventh District Enterprises, Inc.**, and it shall be hereinafter referred to as the "Corporation."

**ARTICLE II  
(Period of Corporate Existence)**

This Corporation shall have continuous and perpetual existence hereafter.

**ARTICLE III  
(Principal Place of Business)**

The street address of the principal place of business shall be 40 State Street, Jacksonville, Florida, 32202.

**ARTICLE IV  
(General Purposes of Corporation)**

The general purposes for which the Corporation is initially organized are as follows:

- (a) to purchase, renovate, operate and preserve for historic preservation

purposes certain real property located in the State of Florida; and

(b) to be operated exclusively for charitable, religious, educational and scientific purposes and to be operated in all respects so as to qualify as an exempt organization under Section 50[(C)(3)] of the Internal Revenue Code of 1954, as amended or the corresponding provision of any future United States Internal Revenue Law; and

(c) to transact any or all other business in which a not-for-profit corporation may lawfully be engaged, in accordance with Chapter 617, Florida Statutes, and subsection (b) above.

#### **ARTICLE V (Membership)**

The sole member of the corporation shall be The Eleventh Episcopal District of the African Methodist Episcopal Church, a Florida not for profit corporation. The Bishop of The Eleventh Episcopal District of the African Methodist Episcopal Church, a Florida not for profit corporation shall have the authority to act on behalf of such member in all matters relating to the Corporation.

#### **ARTICLE VI (Registered Agent and Address of Corporation)**

The name of the initial registered agent of the Corporation shall be Thomas B. DeSue (hereinafter the "Registered Agent") and the street address of the initial registered office of the Corporation shall be 40 State Street, Jacksonville, Florida, 32202. To signify acceptance of appointment as registered agent, the Registered Agent has signed these Articles pursuant to Section 617.0501, Florida Statutes.

**ARTICLE VII**  
**(Board of Directors)**

The names and street addresses of the persons who are to serve as directors of the Corporation until removal or resignation pursuant to the bylaws of the Corporation are as follows:

<u>NAME OF DIRECTOR</u>	<u>STREET ADDRESS</u>
Rev. Thomas B. DeSue	1690 Ribault Scenic Drive Jacksonville, FL 32211
Rev. Karl V. Smith	12902 Oakland Hills Court Jacksonville, FL 32225
Rev. Y.B. Bruce	5632 International Drive Jacksonville, FL 32218
Rev. Michael Mitchell	2308 Courtney Drive Jacksonville, FL 32218
Rev. David Rhone	1002 Tammy Cove Lane Jacksonville, FL 32218
Rev. Gillard S. Glover	16 Village Circle Palm Coast, FL 32164
William Duhart	4113 Trout River Blvd. Jacksonville, FL 32208
George Barnes	5617 International Drive Jacksonville, FL 32219
Thelma Armstrong Knighton	40 State Street Jacksonville, FL 32202
Charlene Taylor Hill	2775 Green Bay Lane Jacksonville, FL 32209

**ARTICLE VIII**  
**(Adoption and Amendment of By-Laws)**

The bylaws of the Corporation may be adopted or amended by the affirmative vote of two-thirds of the Board of Directors. The bylaws may not be amended by the members.

**ARTICLE IX**  
**(Amendment of Articles)**

These Articles of Incorporation may be amended at any meeting of the members by an affirmative vote of two-thirds of the members. These Articles may not be amended by the Directors.

**CERTIFICATION**

The undersigned hereby certify, pursuant to Section 617.1007(3), Florida Statutes, that the amendments and changes made herein do not require member approval and that the Board of Directors has adopted these Amended and Restated Articles of Incorporation by resolution by unanimous written consent pursuant to Section 617.0821, Florida Statutes, effective on April 22, 1997.

IN WITNESS WHEREOF, the undersigned chairman and secretary of the corporation, being all natural persons competent to contract under the laws of Florida, by these presents do hereby execute, acknowledge, and cause to be delivered to the Florida Department of State these Amended and Restated Articles of Incorporation of the Corporation pursuant to Section 617.01201 and request the Department of State to file these Articles, in accordance with Chapter 617, Florida Statutes; accordingly, the undersigned executed these Amended and Restated Articles at Jacksonville, Duval County, Florida, this 22<sup>nd</sup> day of April, 1997.

Attested to:

Thomas B. DeSue  
Thomas B. DeSue  
as Secretary of the Board of Directors

Frank C. Cummings, Bishop  
as Chairman of the Board

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing Amended and Restated Articles of Incorporation of Eleventh District Enterprises, Inc., a Florida corporation not-for-profit, were acknowledged before me, this 22nd day of April, 1997, by Bishop Frank C. Cummings as Chairman of the Board.  
(notary must check applicable box)

{Notary Seal must be affixed}

OFFICIAL NOTARY SEAL  
JANICE S PAGE  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC607752  
MY COMMISSION EXP. DEC. 15, 2000

Janice S. Page  
Signature of Notary

JANICE S. PAGE

Name of notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal):

My commission Expires (if not legible on seal):

- ☒ Personally Known.  
☐ Produced a current Florida driver's license as identification.  
☐ Type of Identification Produced \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing Amended and Restated Articles of Incorporation of Eleventh District Enterprises, Inc., a Florida corporation not-for-profit, were acknowledged before me, this 22nd day of April, 1997, by Thomas B. DeSue as Secretary of the Board of Directors. (notary must check applicable box)

{Notary Seal must be affixed}

OFFICIAL NOTARY SEAL  
JANICE S PAGE  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC607752  
MY COMMISSION EXP. DEC. 15, 2000

Janice S. Page  
Signature of Notary

JANICE S. PAGE

Name of notary (Typed, Printed or Stamped)


Commission Number (if not legible on seal):

My commission Expires (if not legible on seal):

- ☒ Personally Known.  
☐ Produced a current Florida driver's license as identification.  
☐ Type of Identification Produced \_\_\_\_\_

**ACCEPTANCE OF REGISTERED AGENT APPOINTMENT**

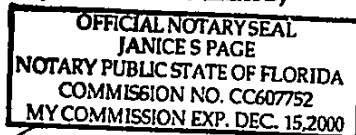
The undersigned hereby accepts the appointment as registered agent of the Corporation and is familiar with, and accepts the obligations of, Section 617.0501, Florida Statutes.

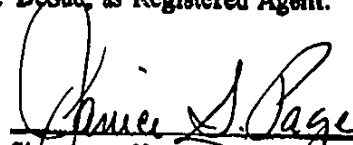
  
Thomas B. DeSue  
as Registered Agent

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing Acceptance of Designation of Registered Agent of Eleventh District Enterprises, Inc., a Florida corporation not-for-profit, were acknowledged before me, this 22nd day of April, 1997, by Thomas B. DeSue, as Registered Agent. (notary must check applicable box)

(Notary Seal must be affixed)



  
Signature of Notary  
JANICE S. PAGE  
Name of notary (Typed, Printed or Stamped)  
Commission Number (if not legible on seal): \_\_\_\_\_  
My commission Expires (if not legible on seal): \_\_\_\_\_

☒ Personally Known.  
☐ Produced a current Florida driver's license as identification.  
☐ Type of Identification Produced \_\_\_\_\_