

FROM

3/2/95

((H95000003429))

TO: DIVISION OF CORPORATIONS

DEPARTMENT OF STATE

STATE OF FLORIDA

409 EAST GAINES STREET

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

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FROM: MAONEY ADAMS & CRISER, P.A.

30 N LAURA ST

3400 BARNETT CENTER

JACKSONVILLE FL 32202-

CONTACT: CORINNE P MCCLURE

PHONE: (904) 354-1100

FAX: (904) 798-2661

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DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION

NAME: JACKSONVILLE FRIENDS OF LILLIAN TRASHER ORPHANAGE, I

FAX AUDIT NUMBER: H95000003429

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/24/1995

TIME REQUESTED: 14:26:39

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 9

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$70.00

ACCOUNT NUMBER: 076226003514

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Morton  
Secretary of State

March 24, 1995

MAHONEY ADAMS & CRISER, P.A.

JACKSONVILLE, FL

SUBJECT: JACKSONVILLE FRIENDS OF LILLIAN FRASHER ORPHANAGE, INC.  
REF: W95000006634

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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 (904) 487-6931.

Steven Godfrey  
Corporate Specialist

FAX Attn. #: H95000003429  
Letter Number: 995A00013562

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

H95000003429

## ARTICLES OF INCORPORATION

OF

JACKSONVILLE FRIENDS OF LILLIAN TRASHER ORPHANAGE, INC.  
(A Corporation Not For Profit)

## ARTICLE I

Name and Business Address

The name of this corporation is Jacksonville Friends of Lillian Trasher Orphanage, Inc. (the "Corporation"). The corporate address is c/o Mahoney Adams & Criser, P.A., 50 N. Laura Street, 3400 Barnett Center, Jacksonville, FL 32202.

## ARTICLE II

Authority

The Corporation is organized pursuant to the Florida Not for Profit Corporation Act set forth in Chapter 617 of the Florida Statutes as a not for profit corporation.

## ARTICLE III

Purposes

This is a not-for-profit corporation organized solely for general not-for-profit purposes pursuant to the Florida Not for Profit Corporation Act set forth in Chapter 617 of the Florida Statutes. The general nature, object and purpose of the corporation shall be exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States Internal Revenue law and to do all acts and carry on and conduct all activities necessary, suitable, convenient, useful, proper and expedient in connection with and incidental to the accomplishment of any purposes set forth herein or hereafter adopted by the Board of Directors or the members to the full extent permitted by the laws of the State of Florida for not-for-profit corporations, subject to the restrictions set forth in this Article.

Prepared by:  
Aaron A. Farmer, Esq.  
Mahoney Adams & Criser, P.A.  
P. O. Box 4099  
Jacksonville, FL 32201  
(904) 354-1100  
Attorney No. 0995053

### Restrictions

## ARTICLE V

The membership of this Corporation shall constitute the person hereinafter named as incorporator and such other persons as, from time to time hereafter, may become members, in the manner provided in the Bylaws. The members of this Corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this Corporation. Members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to any assessments.

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## ARTICLE VI

### Incorporators

The name and residence of the incorporator is:

RAX CO.  
50 N. Laura Street  
3400 Barnett Center  
Jacksonville, FL 32202

## ARTICLE VII

### Officers

1. The officers of the Corporation shall be a President, Vice-President, a Secretary, a Treasurer, an Executive Director and such other officers as may be provided in the Bylaws.

2. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

<u>Office</u>	<u>Name</u>
President	Adel H. Demetrious, D.D.S.
Vice-President	Catherine V. Corby
Secretary	Anita Lentz
Treasurer	Sabry Massoud
Executive Director	Linda Rice

3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

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### Board of Directors

- Address**

69 W. Granada Blvd.  
Ormond Beach, FL 32174

4140 Stratford Way  
Jacksonville, FL 32225

3118 Woodtop Drive  
Jacksonville, FL 32277

2771 Stonehedge Court  
Jacksonville, FL 32224

P.O. Box 52691  
Jacksonville, FL 32201

## ARTICLE IX

### Bylaws

1. At the initial meeting of the Corporation, the members of this Corporation may adopt such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary, provided the same shall not be inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or the United States.

2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose, subject to approval by the members as provided in the initial Bylaws.

## ARTICLE X

### Amendments

1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a two-thirds majority vote of those present.

2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendments.

## ARTICLE XI

### Location

The street address of the initial registered office of this corporation shall be at 50 N. Laura Street, 3400 Barnett Center, in the City of Jacksonville, County of Duval, State of Florida, and the name of the original registered agent at that address shall be RAX CO.

## ARTICLE XII

### Tax Exempt Status

1. No part of the net earnings or property of the Corporation shall inure to the benefit of, or be distributed to, any member, other than a member which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or

corresponding provision of any future United States Internal Revenue Law), director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payment and distributions and furtherance of the purposes set forth in Article III hereof.

2. The Corporation shall not have the power to declare dividends.
3. No substantial part of the activities of the Corporation shall be 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.
4. Notwithstanding any provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, (or the corresponding provision of any future United States Internal Revenue Law).
5. Notwithstanding anything herein to the contrary, the Corporation shall not take any action or omit to take any action or make any payment which would result in an avoidable tax liability under Internal Revenue Code 1986 Sections 4940 through 4945 (or the corresponding provision of any future United States Internal Revenue Law), or could result in termination of the Corporation's status as a private foundation under Internal Revenue Code of 1986, Section 507, (or the corresponding provision of any future United States Internal Revenue Law).
6. During such period, or periods, as the Corporation is treated as a "private foundation" pursuant to Section 509 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), the directors must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax under Section 4942 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and the Corporation is prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law)); from retaining any excess business holding (as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law)) which would subject the Corporation to tax under Section 4945 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code of 1986



(or the corresponding provision of any future United States Internal Revenue Law); from retaining any assets which would subject the Corporation to tax under Section 4944 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) if the directors have acquired such assets; and from making any taxable expenditures (as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law)).

### **ARTICLE XIII**

#### **Meetings**

1. The annual meeting for the election of members of the Board of Directors shall be held as may be provided in the Bylaws.
2. The Corporation may provide in its Bylaws for the holding of additional regular meetings and any special meetings, and shall provide notice of all such meetings.

### **ARTICLE XIV**

#### **Distribution of Assets Upon Dissolution**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, (or the corresponding provision of any future United States Internal Revenue Law), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE XV

##### Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 24th day of March, 1995, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.

RAX CO., a Florida corporation

By: 

Halcyon E. Skinner  
Its Vice President

In pursuance of the Florida Not for Profit Corporation Act, the following is submitted, in compliance with said statute:

**ACKNOWLEDGMENT:**

**RAX CO.**

FILED  
JUN 28 PM 4:16  
JACKSONVILLE, FLORIDA

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June 5, 1996

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REPLACEMENT FEE 1996

ANNUAL REPORT: JACKSONVILLE  
FRIENDS OF LILLIAN TRASHER  
ORPHANAGE, INC.

DEBIT MEMO: # 4696-C

CHECK #: 1005