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WILLIAM H. HILL, JR.
ATTORNEYS AND COUNSELORS AT LAW
2106 SAWGRASS VILLAGE
PONTE VEDRA BEACH, FLORIDA 32082
TELEPHONE (904) 285-5576
FAX (904) 285-5577

April 21, 1995

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

200001470442
-05/02/95--01051--007
*****70.00 *****70.00

REF: FRIENDS ACROSS THE SEA, INC.

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and check in the amount of \$70.00. Please return a stamped copy to us after filing has been completed.

FROM: William H. Hill, Jr.
2106 Sawgrass Village
Ponte Vedra Beach, FL 32082

Very truly yours,

William H. Hill, Jr.
William H. Hill, Jr.

WHH/lj

Enc: Check #332 for \$70.00

William H. Hill, Jr. GAVE

AUTHORIZATION BY PHONE TO

CORRECT *Prin. Pl. of business*

DATE *5/5/95*

DOC EXAM *Doris Brown*

D. BROWN MAY - 3 1995

FILED
SERIAL 1 MAR 08

ARTICLES OF INCORPORATION
OF
FRIENDS ACROSS THE SEA, INC.
A FLORIDA NONPROFIT CORPORATION

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is: Friends Across the Sea, Inc.

Article 2. Not For Profit. The Corporation is a corporation not for profit as defined in Section 617.01, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors, or Officers, except to the extent permissible under law.

Article 3. Duration. This corporation shall exist perpetually. Corporate existence shall begin on the date these Articles are filed and approved by the Department of State of the State of Florida.

Article 4. Purposes. This Corporation is organized as a corporation not-for-profit for religious and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended ("Code").

Article 5. Limitation. No part of the income, profit or assets of the Corporation shall inure to the benefit of or be distributable to its Members, Directors, or Officers, but 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 4 (Purposes) hereof.

Article 6. Members. The qualification for members of the Corporation and the manner in which members of the Corporation shall be admitted shall be provided in the Bylaws.

Article 7. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 2106 Sawgrass Village, Ponte Vedra Beach, FL. 32082, and the name of its initial Registered Agent at that address is William H. Hill, Jr. The principal place of business is the same as the registered office.

Article 8. Initial Board of Directors.

(a) Except for those powers which may hereinafter be expressly reserved to the members of the corporation, all corporate powers shall be exercised under the authority of, and the affairs of this corporation shall be managed under the direction of, the Board of Directors.

(b) The number and the terms of office and qualifications for the directors of the Corporation and the manner in which directors of the Corporation shall be elected shall be provided in the Bylaws.

(c) The names and addresses of the initial members of the Board of Directors who shall serve until their successors are duly elected are:

<u>Name</u>	<u>Address</u>
William H. Hill, Jr.	2106 Sawgrass Village Ponte Vedra Bch., FL. 32082
Jack Morgan	9737 Preston Trail Ponte Vedra Bch., FL. 32082
Mary Gebhart	105 Water Oak Ponte Vedra Bch., FL. 32082
Jean McCormick	1 San Diego Rd. Ponte Vedra Bch., FL. 32082
Paul Harrison	1615 Seabreeze Ave. Jacksonville Bch., FL 32250
Elizabeth Harris	304 Flagler Blvd. St. Augustine, FL. 32084
Jay Williams	6120 St. Andrews Ct. Ponte Vedra Bch., FL. 32082
Joanne Cody	541 Lemaster Dr. Ponte Vedra Bch., FL. 32082
Fred Page	6002 Bridgewater Cir. Ponte Vedra Bch., FL. 32082

Article 9. Officers.

(a) The required officers and the qualifications and the manner in which the officers of the Corporation shall be elected shall be provided in the Bylaws.

Article 10. Subscriber. The name and address of the Subscriber is as follows:

<u>Name</u>	<u>Address</u>
William H. Hill, Jr.	2106 Sawgrass Village Ponte Vedra Bch., FL. 32082

Article 11. Bylaws.

(a) The Board of Directors of the corporation, 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 the Board of Directors of the Corporation at any regular meeting, or any special meeting for this purposes.

Article 12. Amendments. Upon proper notice, these Articles of Incorporation may be amended, altered, changed or repealed by majority vote of all members of the Board of Directors and 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 13. Corporate Liquidation and Dissolution. No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation, and upon dissolution, the assets of this corporation, after all debts and liabilities are paid, but not including assets held by the Corporation under condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution of the Corporation, shall be paid over and transferred to another entity selected by the Corporation's Board of Directors exempt from tax as a charitable or religious organization under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or Revised Law) having substantially similar purposes and no portion of said assets and property shall inure to the benefit of any member of the Corporation or any enterprise organized for profit.

Article 14. Limitations on Corporate Power. Should the corporation at any time be considered a "Private Foundation" under Section 509 (a) of the Code, 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 corresponding provisions of any later federal tax laws;

(b) The corporation will not engage in any act of self-dealing as defined in Section 4941 (d) of the Code, or corresponding provisions of any later federal tax laws;

(c) The corporation will not retain any excess business holdings as defined in Section 4943 (c) of the Code, or corresponding provisions of any later federal tax 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 corresponding provisions of any later federal tax laws;

(c) The corporation will not make any taxable expenditures as defined in Section 4945 (d) of the Code, or corresponding provisions of any later federal tax laws.

Article 15. Indemnification. The corporation shall indemnify officers, directors, employees and agents to the full extent permitted by the Florida Not-For-Profit Corporation Act.


IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 27th day of April, 1995.


WILLIAM H. HILL, JR., Incorporator

STATE OF FLORIDA)
COUNTY OF ST JOHNS)

Before me personally appeared WILLIAM H. HILL, JR., to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 27 day of April, 1995.


Notary Public, State of Florida at Large
(SEAL) My commission expires: _____

NOTARY PUBLIC, STATE OF FLORIDA
My commission expires July 18, 1995
Bonded thru Patterson-Bacht Agency

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of FRIENDS ACROSS THE SEA, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 27th day of April, 1975.

WILLIAM H. HILL, JR. Registered Agent.

William H. Hill, Jr.

FILED
95 MAY -1 11:08
RECEIVED
TALLAHASSEE FLORIDA