

N96000003731



PRINCIPAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100600032

REFERENCE : 017827 4732152

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Poynt

ORDER DATE : July 12, 1996

ORDER TIME : 10:16 AM

ORDER NO. : 017827

CUSTOMER NO: 4732152

600001892196

CUSTOMER: Ms. Patty E. Davis
GARTNER BROCK & SIMON

Suite 203
1660 Prudential Drive
Jacksonville, FL 32207

DOMESTIC FILING

NAME: THE DELORES KESLER FOUNDATION,
INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail Williams

EXAMINER'S INITIALS:

703-671
W96-4647

cf
7/16/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 12 AM 9:05



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RESUBMIT

July 12, 1996

Please give original
submission date as file date.

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

FILED
SECRETARY OF STATE
CLARETHA GOLDEN
96 JUL 12 PM 9:05

We have received your document for THE DELORES KESLER FOUNDATION, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Article VI states there will be one (1) director(s), whereas three (3) is/are listed.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 996A00034018

EFFECTIVE DATE

7/11/90

...CORPORATWISHERAJ

**ARTICLES OF INCORPORATION
OF
THE DELORES KESLER FOUNDATION, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 12 AM 9:05

The undersigned, for the purpose of forming a not-for-profit corporation for charitable, educational and scientific purposes under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

Article I

Name and Principal Office

Section 1.1. Name. The name of the corporation is THE DELORES KESLER FOUNDATION, INC.

Section 1.2. Principal Office. The street address and mailing address of the principal office of the corporation is 10407 Centurion Parkway, N., #101, Jacksonville, Florida 32256-0526.

Article II

Duration

Section 2.1. Duration. The corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida. Corporate existence shall commence on the date these Articles of Incorporation are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five business days after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III

Purposes

Section 3.1. Purposes. The corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law (the "Code"), and not for pecuniary profit.

Article IV

Membership

Section 4.1. Members. The only members of the corporation shall be the persons who from time to time constitute the members of the Board of Trustees.

Section 4.2. Qualifications; Number; Admission. The only qualification for membership is membership on the corporation's Board of Trustees. The number and the manner of admission of Trustees are set forth in Article VI of those Articles and in the Bylaws of the corporation.

Article V

Initial Registered Office and Resident Agent

Section 5.1. Office Address. The street address and the mailing address of the initial registered office of this corporation is 1660 Prudential Drive, Suite 203, Jacksonville, Florida 32207-8185.

Section 5.2. Resident Agent. The name of the initial resident agent of this corporation at the address set forth in Section 5.1 is W. A. Gartner.

Article VI

Board of Trustees

Section 6.1. Number. The Board of Trustees of the corporation shall consist of such number of persons as shall be provided in the Bylaws of the corporation; however, in no event shall the Board of Trustees consist of less than three (3) people.

Section 6.2. Selection. The members of the Board of Trustees shall be elected annually by the members of the Board of Trustees then serving as provided in the Bylaws of the corporation.

Section 6.3. Names and Addresses of Initial Members of the Board of Trustees. The names and mailing addresses of the members of the first Board of Trustees of the corporation are:

Delores Kesler, 10407 Centurion Parkway, N., #101, Jacksonville, FL 32256-0526
Deborah Pass, 10407 Centurion Parkway, N., #101, Jacksonville, FL 32255-0526
Mark Pass, 10407 Centurion Parkway, N., #101, Jacksonville, FL 32256-0526

Section 6.4. Executive Committee. The Board of Trustees may, pursuant to a resolution adopted by a majority of all of the members of the Board, designate two (2) or more of its members to constitute an executive committee, which, to the extent provided in such resolution, may exercise the powers of the Board of Trustees.

ARTICLE VII NAME AND ADDRESS OF INCORPORATOR

Section 7.1. Name. The name of the incorporator of the corporation is W. A. Gartner.

Section 7.2. Address. The address of the incorporator of the corporation is 1660 Prudential Drive, Suite 203, Jacksonville, FL 32207-8185.

ARTICLE VIII STOCK AND DIVIDENDS PROHIBITED; MEMBERS' LIABILITY

Section 8.1. Stock and Dividends. The corporation shall have no capital stock and shall pay no dividends.

Section 8.2. Members' Liability. The private property of the members of the corporation shall not be liable for any obligation of the corporation.

ARTICLE IX LIMITATIONS ON ACTIONS

Section 9.1. Limitations on Distributions to Members. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or any private persons, 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 in Article III.

Section 9.2. Limitations on Political Activity. 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.

Section 9.3. Limitations in General. Notwithstanding any other provisions 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 Code, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE X DISTRIBUTION OF ASSETS ON DISSOLUTION

Section 10.1. Distribution By Trustees. Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the

corporation exclusively for the purposes of the corporation as set forth in Article III, including distributions to such organizations organized and operated for such purposes as the Board of Trustees shall determine, provided that at the time they qualify as exempt organizations under Section 501(c)(3) of the Code, contributions to which are deductible under section 170(a)(2) of the Code.

Section 10.2. Distribution By Circuit Court. Any assets of the corporation not distributed by the trustees pursuant to Section 10.1 shall be distributed by the circuit court of the county in which the principal office of the corporation is then located exclusively to such Section 501(c)(3) qualifying organizations as said court shall determine.

ARTICLE XI POWERS

Section 11.1. Powers in General. Subject to the restrictions and limitations set forth in Articles IX and X, the corporation shall have all powers and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the State of Florida and to make donations for charitable, educational and scientific purposes.

Section 11.2. Private Foundation Limitations. Notwithstanding any contrary provision of these Articles, during any period when the corporation shall be classified as a private foundation, as that term is defined in Section 509(a) of the Code, the corporation's powers shall be subject to the limitations set forth in Section 617.0835 of the Florida Statutes (or any comparable law in effect in Florida from time to time), the provisions of which section are incorporated in these Articles by this reference.

IN WITNESS WHEREOF, the incorporator has executed these Articles this

11 day of July, 1996.


W. A. GARTNER

INCORPORATOR

STATE OF FLORIDA)
)
 COUNTY OF DUVAL)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the county and state aforesaid to take acknowledgments, personally appeared W. A. GARTNER (Known to me ☒ or Type of Ident. A No. _____) and who executed the foregoing document, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 11th day of July, 1996.

Diane Lynn Tufo (SEAL)
 NOTARY PUBLIC, State of Florida
 PRINT NAME Diane Lynn Tufo

My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND RESIDENT AGENT
FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Florida Statutes §§48.091 and 607.0501, the following is submitted:

THE DELORES KESLER FOUNDATION, INC., desiring to organize or qualify under the laws of the State of Florida, hereby designates **W. A. GARTNER** as its resident agent to accept service of process within the State of Florida and the address of the registered office shall be 1660 Prudential Drive, Suite 203, Jacksonville, Florida 32207-8185.

THE DELORES KESLER FOUNDATION, INC.

By 
W. A. GARTNER, Incorporator

Date:  July 11, 1996

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further state that I am familiar with and accept the obligations provided for in Florida Statutes §607.0505 and others relative to the proper and complete performance of my duties.


W. A. GARTNER

Date:  July 11, 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 12 AM 9:05

N96000003731

FRED H. STEFFEY
PROFESSIONAL ASSOCIATION

ATTORNEY AND COUNSELLOR

SUITE 300 SOUTHPOINT BUILDING
6620 SOUTHPOINT DRIVE SOUTH
JACKSONVILLE, FLORIDA 32216

BOARD CERTIFIED
TAX LAWYER

TELEPHONE (904) 296-0037
FACSIMILE (904) 296-1435

September 30, 1997

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

FILED
97 OCT -2 AM 7:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Re: THE DELORES KESLER FOUNDATION, INC.

Gentlemen:

Enclosed for filing is the executed original of an amendment to the articles of incorporation of the above referenced corporation, together with a copy to be marked as received and returned to me.

Also enclosed is a check in the amount of \$35.00 to cover the filing fee.

If you have any questions concerning this matter, please give me a call.

Sincerely,

600002309826--6

-10/02/97--01051--006

*****35.00 *****35.00

Fred H. Steffey
Fred H. Steffey

FHS:pah
D:\WP71\TRUSSKESLER.90.wpd
Enclosures

cc: Ms. Delores Kesler (w/encl)

N/c

V8 OCT 9 1997

**AMENDMENT TO
ARTICLES OF INCORPORATION OF
THE DELORES KESLER FOUNDATION, INC.**

By written consent of all of the members of the Board of Trustees of **THE DELORES KESLER FOUNDATION, INC.** which persons constitute all of the persons entitled to vote upon an amendment to the corporation's Articles of Incorporation, pursuant to F. S. §617.0821 and §617.1002(b), the following amendment to the Articles of Incorporation of the corporation was adopted on 20th day of September, 1997, effective upon the filing of this Amendment with the Florida Secretary of State:

Article 1 is amended in whole to read as follows:

Name

The name of this corporation is The Delores Pass Kesler Foundation, Inc.

IN WITNESS WHEREOF, this Amendment has been executed on behalf of the corporation by its President and Secretary the 20th day of September, 1997.

THE DELORES KESLER FOUNDATION, INC.

By [Signature]
DELORES KESLER, President

By [Signature]
DEBORAH PASS, Secretary

STATE OF FLORIDA)
)
COUNTY OF DUVAL)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the county and state aforesaid to take acknowledgments, personally appeared **DELORES KESLER** (Known to me ☒ or Type of Ident. & No. _____), and **DEBORAH PASS** (Known to me ☒ or Type of Ident. & No. _____), in their capacities as the President and Secretary, respectively, of **THE DELORES KESLER FOUNDATION, INC.**, and who executed the foregoing document, and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 20th day of September, 1997.

[Signature] (SEAL)
NOTARY PUBLIC, State of Florida

PRINT NAME SHARON KAY SHOUP
My Commission Expires _____



SHARON KAY SHOUP
MY COMMISSION # CC332047 EXPIRES
November 28, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
OCT -2 AM 7:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA