

N99000003032

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

SUBJECT: Brown Cemetery Association, Incorporated
(Proposed corporate name - must include suffix)

800002877028--9
-05/17/99--01077--012
*****70.00 *****70.00

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

☒ \$70.00 Filing Fee
☐ \$78.75 Filing Fee & Certificate of Status

☐ \$78.75 Filing Fee & Certified Copy
☐ \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

RECEIVED

99 MAY 17 PM 12:35

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FROM:

JAMES R. FLYNN

Name (Printed or typed)

407 WEST GEORGIA ST

Address

STARKE, FLORIDA 32081

City, State & Zip

904-964-4667

Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY 17 PM 12:50

APPROVED
AND
FILED

NOTE: Please provide the original and one copy of the articles.

5-17-99
13

ARTICLES OF INCORPORATION

OF

BROWN CEMETERY ASSOCIATION, INCORPORATED
[A Florida Nonprofit Corporation]

ARTICLE I

CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of this corporation is BROWN CEMETERY ASSOCIATION, INCORPORATED.

The principal office of this corporation is: 2962 N.W. CR. 225, Lawtey, Florida 32058.

The mailing address of this corporation is: 2962 N.W. CR. 225, Lawtey, Florida 32058

ARTICLE II

CORPORATE NATURE

This is a nonprofit corporation, organized solely for general charitable purposes pursuant to Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III

DURATION

The term of existence of the corporation is perpetual

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE IV

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of charity and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. For the specific purpose of the maintenance, care and development of that certain cemetery known as the Brown Cemetery which is situated in the County of Bradford, State of Florida.

C. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V

(NON-STOCK)

ARTICLE VI

MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than ^{THREE} ~~two~~ (3) persons. The number of Directors of the corporation shall be ^{THREE} ~~two~~ (3), provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meeting shall be held at the principal office of the corporation at 2962 N.W. CR. 225, Lawtey, Florida 32058 at 1:00 p.m. On January 1st of each year, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

DOIS ORLANDO BROWN
2962 N.W. CR. 225
Lawtey, Florida 32058

JAMES R. FLYNN
407 W. GA. ST.
STARKE, FLORIDA 32091

SYLVIA REBECCA BROWN
2962 N.W. CR. 225
Lawtey, Florida 32058

Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

DOIS ORLANDO BROWN
2962 N.W. CR. 225
Lawtey, Florida 32058

SYLVIA REBECCA BROWN
2962 N.W. CR. 225
Lawtey, Florida 32058

President/Vice-President

Secretary/Treasurer

ARTICLE VII

EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other 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 IV hereof.

B. 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.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

ARTICLE X

SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows:

DOIS ORLANDO BROWN
29 N.W. CR. 225
Lawtey, Florida 32058

SYLVIA REBECCA BROWN
29 N.W. CR. 225
Lawtey, Florida 32058

ARTICLE XI

AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedures set forth therefor in the By-Laws.

ARTICLE XII

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XIII

REGISTERED AGENT AND OFFICE

The initial registered office of this corporation is 407 West Georgia Street, Starke, Florida 32091, and mailing address of the initial registered office of this corporation is 407 West Georgia Street, Starke, Florida 32091, and the name of the initial registered agent of this corporation at that address is James R. Flynn, Esquire.

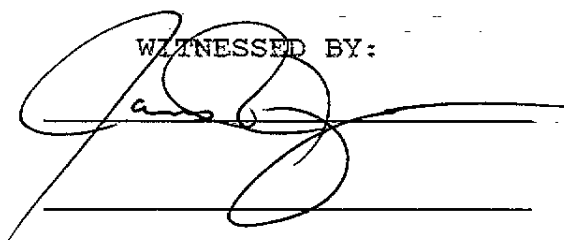
ARTICLE XIV

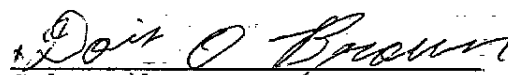
AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

We, the undersigned, being the Subscribers and Incorporators of this corporation, for the purposes of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 26th day of MARCH, 1999.

WITNESSED BY:

A large, stylized handwritten signature in black ink, written over two horizontal lines.


Subscriber


Subscriber

STATE OF FLORIDA
COUNTY OF BRADFORD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the state and county named above, to take acknowledgments, personally appeared Dois Orlando Brown and Sylvia Rebecca Brown to me known to be the persons described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above this 26th day of MARCH, 1999.



"OFFICIAL SEAL"
Robin M. Blankenship
My Commission Expires 8/17/2001
Commission #CC 672417
(Notary Seal)

Robin M. Blankenship
Notary Public
State of Florida at Large
My Commission Expires:
My Commission Number:
Identification Used:
Typed/Printed Name of Notary:

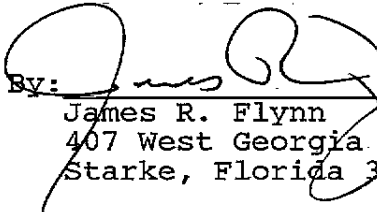
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In Pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **BROWN CEMETERY ASSOCIATION, INCORPORATED**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation located in the City of Starke, County of Bradford, State of Florida has named James R. Flynn, 407 West Georgia Street, Starke, Florida 32091 of the County of Bradford, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT;

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 

James R. Flynn
407 West Georgia Street
Starke, Florida 32091

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY 17 PM 12:50

APPROVED
AND
FILED