

FRIENDS OF THE CARPENTER
104 NORTH WOLFF STREET FERNANDINA BEACH, FL 32034
(904) 321-1367

TRANSMITTAL LETTER

July 30, 1999

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-08/04/99-01078-003
*****70.00 *****70.00

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

SUBJECT: FRIENDS OF THE CARPENTER, INCORPORATED

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

<input checked="" type="checkbox"/>	\$70.00	<input type="checkbox"/>	\$78.75
	Filing Fee		Filing Fee & Certificate of Status

From: William P. Grace III
Name (Printed or typed)

104 North Wolff Street
Address

Fernandina Beach, Florida 32034
City, State, & Zip

(904) 321-1367
Daytime Telephone Number

FILED
99 AUG -4 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gjc 8/11

**ARTICLES OF INCORPORATION
OF
FRIENDS OF THE CARPENTER, INCORPORATED**

Notice is hereby given that the undersigned incorporators, being of full age, having associated together for the purpose of forming a corporation not for profit, without capital stock, under the provisions of § 617, Florida Statutes and do hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by such law, and do hereby make, subscribe, acknowledge and file these Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation is FRIENDS OF THE CARPENTER, INCORPORATED..

ARTICLE II

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principle place of business and mailing address shall be located at 104 North Wolff Street, Fernandina Beach, Florida 32034

ARTICLE III

CORPORATE PURPOSE

The object and purpose of the Corporation shall be to provide comprehensive ministry services to the community of Fernandina Beach and those areas of Nassau County contiguous to it, and to foster principals of Christianity, good citizenship and accountability for youth within the community.

In addition to the above, the purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future United States Revenue Law.

Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3).

89 JLG-4 AM 10:49
CLERK OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE IV
EXISTENCE AND DURATION

Existence of the Association commenced with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE V
MANAGEMENT

Section 1. The affairs of the Corporation shall be managed by a Board of Directors.

Section 2. Initial Officers and Directors of the Corporation who are to manage all the affairs of the Corporation until the first annual meeting are listed in Article VI below. Vacancies on the Board of Directors and newly created Board positions will be filled by a majority vote of the number of Board members then on the Board of Directors.

ARTICLE VI
INITIAL OFFICERS AND DIRECTORS

The names and residence address of the officers and directors who are to manage all the affairs of the Corporation until the first annual meeting are:

William P. Grace III
104 North Wolff Street
Fernandina Beach, FL 32034

Gail C. Grace
104 North Wolff Street
Fernandina Beach, FL 32034

Jeanette M. Richo
211 South 10th Street
Fernandina Beach, FL 32034

Lincoln D. Stoughton
2550 Via Del Rey
Fernandina Beach, FL 32034

ARTICLE VII
BY-LAWS AND AMENDMENTS TO THE ARTICLES OF INCORPORATION

The By-laws of the Corporation shall be made, altered, or rescinded by a majority vote of the voting membership present or voting by proxy at any regular meeting, or by a majority vote of the Board of Directors; provided that notice thereof, which shall include the text of the By-laws change, has been furnished in writing to each voting member of the Corporation at least ten days prior to the meeting at which such alteration to the By-

laws is to be voted upon, whether it be a membership meeting or a Board of Directors meeting.

The Articles of Incorporation shall be amended or additional provisions added or adopted by a two-thirds vote of the members of the Board of Directors present or voting by proxy at any meeting thereof; provided that notice thereof, which shall include the text of the change to Articles of Incorporation has been furnished in writing to each voting member of the Corporation at least ten days prior to the meeting at which such Articles of Incorporation change is to be voted upon, followed by the compliance with the Florida Statutes regarding amendments to Articles of Incorporation of non-profit corporations.

ARTICLE VIII

GENERAL

All income and assets of the Corporation, above necessary expenses, shall be administered solely and exclusively for the corporate purposes as directed by the Board of Directors.

This Corporation shall have no capital stock and shall pay no dividends to its incorporators, directors, officers, or members. In addition, no part of the income of the Corporation shall be distributed to its members, directors, officers, or incorporators; provided that the Corporation may pay compensation in a reasonable amount to its members, directors, and officers for services rendered and may confer benefits upon its members in conformity with its purposes.

ARTICLE IX

REGISTERED OFFICE AND REGISTERED AGENT

The above named incorporator, desiring to organize this Corporation under the laws of the State of Florida, hereby designates the Corporation's Registered office to be located at 104 North Wolff Street, Fernandina Beach, Florida 32034, and hereby designates and appoints William P. Grace III as the Registered Agent of the Corporation, to accept service of process within this State, to serve in such capacity until his successors are selected and duly designated.

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify an officer, director, or employee of the Corporation, or any former officer, director, or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

ARTICLE XI

PROHIBITED ACTIVITIES

The Corporation shall not:

1. Attempt to influence legislation as a substantial part of its activities.
2. Allow any part of its net income to inure to the benefit of officers, directors, or members of the Corporation, or to any other individuals, except in the furtherance of its charitable purposes.
3. Participate to any extent in any political campaign for or against any candidate for public office.
4. Conduct any activities not permitted to be carried on by organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter amended.

ARTICLE XII

DEDICATION OF ASSETS

The Corporation dedicates all assets that it may acquire to the charitable purpose set forth in Article III hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapters 607 and 617, Florida Statutes, the Corporation shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal government or to a state or local government for exclusive public purpose.

IN WITNESS WHEREOF, the undersigned have subscribed their names under seal this 27th day of July, 1999.

William D. Grace

Lincoln D. Stoughton

Jeanette M. Richo

Gail C. Grace



August 2, 1999

Kathy L. Ball

STATE OF FLORIDA)
COUNTY OF NASSAU)

Before me, the undersigned authority, personally appeared:

Bill Grace, Lincoln Stoughton,
Gail Grace, Jeanette Richo

well known to me to be the persons described in or who have produced

as identification and who did not take an oath, and who subscribed their name to the foregoing Articles of Incorporation, and who acknowledged before me that they executed such Articles of Incorporation for the purposes therein expressed.



Kathy L. Ball
NOTARY PUBLIC

My Commission expires:

Inc/articles

FILED

99 AUG -4 AM 10:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for
FRIENDS OF THE CARPENTER, INCORPORATED
at the place designated in the Articles of Incorporation or a corporate resolution of said
corporation:

REGISTERED AGENT

William P. Grace III

REGISTERED ADDRESS

104 North Wolff Street

Fernandina Beach, FL 32034

agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091
relative to keeping open such office.

DATE: JULY 28, 1999



WILLIAM P. GRACE III

Inc/Accept. Agt

