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October 21, 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 23 PM 1:32

Ms. Lynn Turley
Assistant Bureau Chief
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: ^{INC.} St. John's Cemetery ~~Company~~

900001990838-1-2
-10/30/96--01069--022
****420.00 ****420.00

Dear Ms. Turley:

You were nice enough to talk with me by telephone about September 30, 1996 concerning reincorporation of St. John's Cemetery Company. One of your requirements is a certified copy of the Charter. Unfortunately, that is unavailable.

St. John's Cemetery Company was incorporated by Order of the Circuit Court of Escambia County, Florida on January 10, 1908 under the signature of J. Emmett Wolfe, Judge. We have been unable to locate an official record of the Charter or this ancient court file.

Fortunately, a booklet was prepared many years ago entitled "Charter, Deed of Trust, By-Laws and Rules and Regulations of St. John's Cemetery Company". I have extracted from that booklet a copy of the Charter which I enclose herein. I can send you the entire booklet if you like which even contains history of the organization.

We ask that you accept this and the enclosed Certificate of Reincorporation of St. John's Cemetery Company. Also enclosed is a check in the amount of \$420.00 representing the reincorporation fees.

Ok to file - per Lynn

Charles - Sherrill gave permission to chg. suffix to "Inc."

5/10/28

Ms. Lynn Turley
October 21, 1996
Page Two

Please advise if you need anything further from us. I will be available by phone or letter and appreciate your help.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Charles C. Sherrill". The signature is fluid and cursive, with a large initial "C" and "S".

CHARLES C. SHERRILL

CCS:sdm
Enclosures

cc: Mr. Louis A. Maygarden, Jr.

stjohn6.ltr

CERTIFICATE FOR REINCORPORATION

OF

ST. JOHN'S CEMETERY INC.

(A Corporation Not For Profit)

SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 23 PM 1:32

We, the undersigned, with other persons being desirous of forming a corporation with charitable and philanthropic purposes, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I. NAME

The name of this Corporation is St. John's Cemetery Inc.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS OF THE CORPORATION

The principal office, if known, or the mailing address of the Corporation is as follows:

A. Principal office (street address), if known, is as follows:

1241 Tamara Drive
Pensacola, Florida 32504

B. The mailing address of the Corporation (can be post office box) is as follows:

1241 Tamara Drive
Pensacola, Florida 32504

ARTICLE III. PURPOSES

The general nature of the objectives and purposes of this Corporation shall be:

A) The object of the Corporation shall be to own, maintain and control the St. John's Cemetery, as a place of burial for the dead in said City of Pensacola, for that purpose selling and conveying the right, under the rules and regulations of said Company, to bury the dead in the limits of said Cemetery; and as a means of procuring funds to carry out such purposes, to make charges for such rights and for services rendered in connection with

the maintenance of said Cemetery and the burial of the dead therein, and to do all things incident to said purposes. The income derived from these sources shall be used for protecting, preserving and ornamenting the grounds of said Cemetery.

B) Have succession by its corporate name for the period set forth in its Articles of Incorporation.

C) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

D) Adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words "corporation not for profit."

E) Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.

F) Adopt, change, amend, and repeal by-laws, not inconsistent with law or its Articles of Incorporation, for the administration of the affairs of the Corporation and the exercise of its corporate powers.

G) Increase, by a vote of its members cast as the by-laws may direct, the number of its directors, managers or trustees so that the number shall not be less than three but may be any number in excess thereof.

H) Make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income.

I) Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this part in any state, territory, district, or possession of the United States or any foreign country.

J) Purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.

K) Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.

L) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or

direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.

M) Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

N) Make donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes.

O) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

P) Merge and consolidate with other corporations both for profit and not for profit, domestic and foreign, provided that the surviving corporation is a corporation not for profit.

ARTICLE IV. QUALIFICATION OF MEMBERS

The membership of the Corporation shall constitute all persons named as subscribers and such other persons from time to time hereafter who become members in the manner provided in the by-laws of the Corporation, which by-laws shall provide for admission of new members into membership after approval by a majority vote of the then existing members of the Corporation after recommendation to membership by a majority vote of the Board of Directors.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. SUBSCRIBER

The name and residence of the subscriber to this Certificate for Reincorporation is:

NAME

Louis A. Maygarden, Jr.

ADDRESS

1241 Tamara Drive
Pensacola, Florida 32504

ARTICLE VII. OFFICERS AND DIRECTORS

Section 1. The Officers of the Corporation shall be a President, a Secretary and a Treasurer, and such number of Vice Presidents and such other Officers as may be provided in the by-laws from time to time. The Corporation shall have five (5) Directors initially. The minimum number of Directors and the maximum number of Directors shall be as provided in the By-Laws of the Corporation, provided, however, the minimum number of Directors shall never be less than the minimum number required by applicable law and the maximum number of Directors shall never be greater than the maximum number allowed by applicable law.

Section 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>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Calvin L. Todd	615 Bayshore Drive Pensacola, Florida 32507	President
Robert Brockett, Jr.	1115 North 19th Avenue Pensacola, Florida 32501	Vice President
Louis A. Maygarden, Jr.	1241 Tamara Drive Pensacola, Florida 32504	Secretary/Treasurer

Section 3. Members of the Board of Directors shall be elected and hold office in accordance with the by-laws. The affairs of the Corporation shall be managed by the Board of Directors. Elections of Board of Directors shall occur annually.

Section 4. The names and address of the persons who are to serve as Directors for the ensuing year, or until the first annual meeting of the Corporation, are:

<u>NAME</u>	<u>ADDRESS</u>
Calvin L. Todd	615 Bayshore Drive Pensacola, Florida 32507
L. E. Creel	355 Euclid Pensacola, Florida 32503
Joseph Q. Tarbuck	316 North Sunset Boulevard Gulf Breeze, Florida 32561
Louis A. Maygarden, Jr.	1241 Tamara Drive Pensacola, Florida 32504

ARTICLE X. AMENDMENTS TO ARTICLES OF INCORPORATION

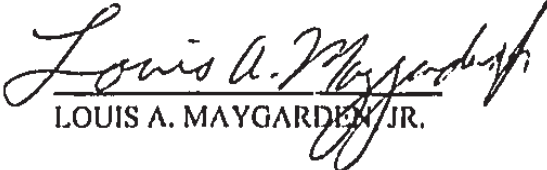
The Articles of Incorporation may be amended from time to time in the manner provided by law provided, however, every amendment shall be proposed by the Board of Directors or by a majority of the members of the Corporation and shall be approved at a shareholder's meeting, either regular meeting or special meeting called for the express purpose of approving such amendment, provided a majority of the members of the Corporation approve of such amendment.

ARTICLE XI. LIMITATION OF CORPORATE POWERS

The corporate powers of this association are as is provided in Section 617.032, Florida Statutes, and there are no limitations.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators have hereunto set our hands and seals this 27th day of October, 1996, for the purpose of forming this Corporation not for profit under laws of the State of Florida.


[NOTE: PLEASE ASCERTAIN THAT THE REGISTERED AGENT HAS SIGNED ACCEPTING THAT RESPONSIBILITY UNDER ARTICLE IX ABOVE.]


LOUIS A. MAYGARDEN, JR.

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared LOUIS A. MAYGARDEN, JR., to me known to be the person described as subscriber, in and who executed the foregoing Certificate for Reincorporation, and he acknowledged before me that he executed and subscribed to these Certificate for Reincorporation on behalf of the Corporation.

WITNESS my hand and official seal in the county and state named above this 27th day of October, 1996.


NOTARY PUBLIC
My Commission Expires: 2/10/99

stjohn3.art

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WANDA ENFINGER
COMMISSION # CC 436892 591281
EXPIRES FEB 10, 1999
BONDED THRU
ATLANTIC BONDING CO., INC

Robert Brockett, Jr.

1115 North 19th Avenue
Pensacola, Florida 32501

ARTICLE VIII. BY-LAWS

Section 1. The Board of Directors may adopt, amend, alter, waive, or rescind such by-laws as it deems necessary for the conduct of the business of this Corporation and the carrying out of its purposes provided, however, the Board of Directors shall have no authority to adopt, amend, alter, waive or rescind by-laws if such action would be inconsistent with any by-laws adopted by the general membership.

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

ARTICLE IX. CERTIFICATE OF DESIGNATION OF INITIAL REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is St. John's Cemetery Inc.
2. The name and address of the registered agent and office is:

Louis A. Maygarden, Jr.
1241 Tamara Drive
Pensacola, Florida 32504

STATE OF FLORIDA
SECRETARY OF STATE
96 OCT 23 PM 1:32

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Louis A. Maygarden, Jr.
LOUIS A. MAYGARDEN, JR.
Dated: October 19, 1996