

Division of Corporations

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2000 MAY 18 AM 11: 31

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FLORIDA NON-PROFIT CORPORATION

JACKSONVILLE NON-GROUP, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION**

**OF**

**JACKSONVILLE NON-GROUP, INC.  
(A Corporation Not-For-Profit)**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLE I  
Name and Address**

The name of this corporation is Jacksonville Non-Group, Inc. (the "Corporation"). The address of the Corporation's initial principal place of business is c/o T. O. Douglas, 1776 American Heritage Life Drive, Jacksonville, Florida, and the Corporation shall maintain its principal place of business in the City of Jacksonville, County of Duval, Florida, or such other place as may be designated by the Board of Directors.

**ARTICLE II  
Authority**

The Corporation is organized pursuant to the Florida Not for Profit Corporation Act set forth in Chapter 617 of the Florida Statutes and to the extent permitted by law is deemed to be retroactive to January 1,1997.

**ARTICLE III  
Purpose**

**Section 1.** This is a not-for-profit corporation organized solely for not-for-profit purposes pursuant to the Florida Not for Profit Corporation Act set forth in Chapter 617 of the Florida Statutes. The general nature, object and purpose of the corporation shall be exclusively literary and educational as a study group on community issues within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law (hereinafter referred to as the "Code") and to do all acts and carry on and conduct all activities necessary, suitable, convenient, useful, proper and expedient in connection with and incidental to the accomplishment of any purposes set forth herein or hereafter adopted by the Board of Directors to the full extent permitted by the laws of the State of Florida for not-for-profit corporations, subject to the restrictions set forth in this Article.

**ARTICLE IV  
Restrictions**

Notwithstanding any other provisions in these Articles, (1) the purposes for which this corporation is organized and shall be operated are set forth in Article III within the meaning of Section 501(c)(3) of the Code, (2) this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code, and (3) all activities of the corporation shall be carried on and all of the funds of the corporation, whether income or principal, and whether acquired by gift, contribution, or otherwise, shall be used so that no part of the net earnings of the corporation will in any event or at any time

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inure to the personal benefit of, or be distributable to, any director, officer or trustee of the corporation or to any private organization or individual; provided, however, that reasonable compensation may be paid to any member, officer, director or trustee of the corporation in exchange for services actually rendered to or for the benefit of the corporation in furtherance of one or more of its purposes stated above.

**ARTICLE V**  
**Incorporator**

The name and address of the incorporator is:

M. M. Criser  
3300 NationsBank Center  
Jacksonville, Florida 32202

**ARTICLE VI**  
**Board of Directors**

**Section 1. Number of Directors.** The number of directors of the Corporation shall be determined in accordance with the Bylaws but shall never be less than three (3).

**Section 2. Election.** Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

**Section 3. Initial Director.** The name and address of the persons who are to serve as the initial Directors until the first annual meeting of the Corporation are:

<u>Name</u>	<u>Address</u>
T. O Douglas	1776 American Heritage Life Drive Jacksonville, Florida 32224
P. S. Rummell	1650 Prudential Drive, Suite 400 Jacksonville, Florida 32207
P. H. Haskell	111 Riverside Avenue Jacksonville, Florida 32202
J. W. Weaver	One ALLTEL Stadium Place Jacksonville, Florida 32202
M. M. Criser	3300 NationsBank Center Jacksonville, Florida 32202

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**ARTICLE VII****Bylaws**

**Section 1. Adoption of Bylaws.** At the initial meeting of the Corporation, the Directors of this Corporation may adopt such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary, provided the same shall not be inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or the United States.

**Section 2. Amendments.** Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of the Directors entitled to vote at a regular meeting or by a majority of the Directors at a special meeting duly called for the purposes according to the Bylaws.

**ARTICLE VIII****Members**

The corporation will have members.

**ARTICLE IX****Amendments**

These Articles of Incorporation may be amended by a majority vote of the Directors at any meeting at which a quorum is established. Amendments may also be made at a regular meeting of the Directors upon notice given, as provided by the Bylaws, of intention to submit such amendments.

**ARTICLE X****Registered Agent**

The street address of the initial registered office of this corporation shall be 3300 NationsBank Center, 50 No. Laura Street, in the City of Jacksonville, County of Duval, State of Florida, and the name of the original registered agent at that address shall be M. M. Criser.

**ARTICLE XI****Meetings**

**Section 1. Annual Meeting.** The annual meeting for the election of members of the Board of Directors shall be held as may be provided in the Bylaws.

**Section 2. Regular and Special Meetings.** The Corporation may provide in its Bylaws for the holding of additional regular meetings and any special meetings, and shall provide notice of all such meetings.

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**ARTICLE XII**  
**Distribution of Assets Upon Dissolution**

Upon the dissolution of the Corporation, the Corporation's assets shall be distributed to such other entity qualifying as a tax-exempt charity under Section 501(c)(3) of the Code as the Directors shall select, by their sole discretion, to be used by such tax-exempt charity for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the Corporation's assets shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XIII**  
**Indemnification**

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscribing incorporator, has hereunto set my hand and seal this 15<sup>th</sup> day of March, 2000, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.

  
\_\_\_\_\_  
M. M. Criser, Incorporator

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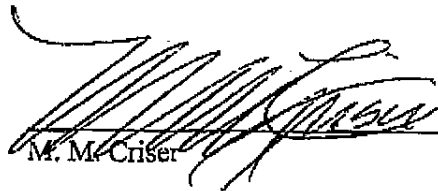
**REGISTERED AGENT CERTIFICATE**

In pursuance of the Florida Not for Profit Corporation Act, the following is submitted, in compliance with said statute:

That Jacksonville Non-Group, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation in the City of Jacksonville, County of Duval, State of Florida, has named M. M. Criser, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states it is familiar with §607.0501, Florida Statutes.

  
M. M. Criser

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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Dated: May 15, 2000

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