

N00000003994

*Boyer, Tanzler & Sussman*

210 EAST FORSYTH STREET  
JACKSONVILLE, FLORIDA 32202-3380

TYRIE A. BOYER  
HERBERT T. SUSSMAN

HANS G. TANZLER, JR.  
OF COUNSEL

February 22, 2002

TELEPHONE  
(904) 358-3030

FACSIMILE  
(904) 634-0036

Florida Department of State  
Katherine Harris, Secretary of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

000005026280--7  
-02/28/02--01034--008  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

RE: Jacksonville-Duval County Council on Elder Affairs Foundation, Inc  
Ref. No. N00000003994

Dear Secretary of State:

Persuant to directives in your letter dated February 19, 2002, enclosed are the following:

- 1) A check in the amount of 43.75 for the \$35 fee and \$8.75 for a certified copy.
- 2) Article Amendment short form
- 3) The Amended Articles of Incorporation for filing with the State of Florida for the complete amended text.

If any additional information is requested to facilitate filing the Amended Articles of Incorporation, please don't hesitate to contact me.

Sincerely,

*Tynie Boyer / Ken*  
Tyrie A. Boyer

/kaa

FILED  
02 FEB 28 PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend*

T BROWN MAR - 4 2002

# ARTICLES OF AMENDMENT

to

# ARTICLES OF INCORPORATION

of

FILED  
02 FEB 28 PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JACKSONVILLE-DUVAL COUNTY COUNCIL ON ELDER AFFAIRS FOUNDATION, INC.  
(present name)

\_\_\_\_\_  
(Document Number of Corporation (If known))

*Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.*

**FIRST:** Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

Article 2-Purposes- AMENDED

Article 11- Periodic Distribution of Assets- AMENDED

Article 12-Distribution of Assets Upon Dissolution - AMENDED

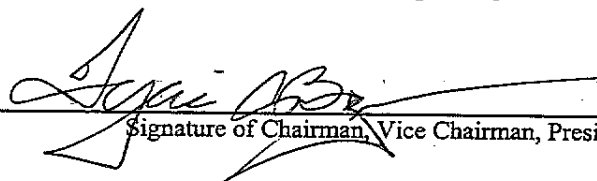
New Amended text of the Articles are attached...

**SECOND:** The date of adoption of the amendment(s) was: February 11, 2002

**THIRD:** Adoption of Amendment (CHECK ONE)

☒ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

☐ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.



\_\_\_\_\_  
Signature of Chairman, Vice Chairman, President or other officer

Tyrie A. Boyer

\_\_\_\_\_  
Typed or printed name

Vice President

\_\_\_\_\_  
Title

Resident Agent

2/25/02  
\_\_\_\_\_  
Date

**AMENDED ARTICLES OF INCORPORATION**  
**JACKSONVILLE - DUVAL COUNTY**  
**COUNCIL ON ELDER AFFAIRS FOUNDATION, INC.**  
**(A Corporation Not For Profit)**

We, the undersigned, with other persons being desirous of forming a corporation for charitable purposes, under the provisions of the laws of the State of Florida, do agree to the following:

**ARTICLE 1. Name**

The name of this corporation is **JACKSONVILLE - DUVAL COUNTY COUNCIL ON ELDER AFFAIRS FOUNDATION, INC.**

**ARTICLE 2. Purposes**

This corporation is organized exclusively for humane, charitable, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. The general nature of the objects and purposes of this corporation shall be to function and operate as an institution for the benefit and advocacy of senior citizens; to receive and administer funds; to take title to and hold, by contract, bequest, devise, gift, purchase or lease, either absolutely or in trust any property, real, personal and mixed, without limitation as to amount or value, except such limitations, if any, as may be imposed by law; to sell, convey and dispose of any such property and to invest and reinvest the principal and income thereof, and to deal with and expend the principal and income of this corporation for any of the before mentioned objects and purposes, without limitations, except such limitations, if any as may be contained in the instrument under which such property is received or other limitation imposed by law; to receive any property, real, personal or mixed, in trust, under the terms of any will, trust, or other

instrument for the foregoing purpose of any of them, and in administering the same to carry out the directions and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed or not prohibited by the instrument under which it is received; to receive, take title to, hold and use the proceeds and income of stocks, bonds, obligations or other securities of any corporation or corporations domestic or foreign, but only for the foregoing purposes, or any of them; and in general, to exercise any, all and every power which a nonprofit corporation organized under the provisions of the laws of the State of Florida, as from time to time amended, for such purposes as may be authorized by law.

### **ARTICLE 3. Qualification of Members**

The membership of this corporation shall be comprised of persons interested in the welfare of senior citizens. The subscribers to these Articles shall comprise the initial membership. New members shall be admitted by a vote of a majority of the members present and voting at any meeting, or as may be provided in the By-Laws.

### **ARTICLE 4. Term of Existence**

This corporation is to exist perpetually.

### **ARTICLE 5. Subscribers - Members**

The names and residences of the subscribers to these Articles, who shall constitute the initial membership, are:

#### **NAME**

James L. Fortuna, Sr.

Clyde Jennings

#### **RESIDENCES**

2305 Lake Lucina Drive  
Jacksonville, FL 32211

319 W. 70<sup>th</sup> Street  
Jacksonville, FL 32208

Tyrie A. Boyer

210 E. Forsyth Street  
Jacksonville, FL 32202

John P. Danglade

5913 Loran Dr., N.  
Jacksonville, FL 32216

Qualification for membership and the manner for adding additional members shall be in accordance with the By-laws.

#### **ARTICLE 6. Officers**

1. The officers of the corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as may be provided in the By-laws.

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>OFFICE</u>  | <u>NAME</u>           |
|----------------|-----------------------|
| President      | James L. Fortuna, Sr. |
| Vice President | Tyrie A. Boyer        |
| Secretary      | Clyde Jennings        |
| Treasurer      | John P. Danglade      |

3. The officers shall be elected in the manner provided in the By-laws.

#### **ARTICLE 7. Board of Directors**

1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have five directors initially. The number of directors may be increased or decreased from time to time, in accordance with the By-laws, but shall never be less than three.

2. The Board of Directors shall be elected by a majority of the members present and voting at any meeting held in accordance with the By-laws.

3. The names and addresses 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>                                           |
|-----------------------|----------------------------------------------------------|
| James L. Fortuna, Sr. | 2305 Lake Lucina Drive<br>Jacksonville, FL 32211         |
| Clyde Jennings        | 319 W. 70 <sup>th</sup> Street<br>Jacksonville, FL 32208 |
| Tyrie A. Boyer        | 210 E. Forsyth Street<br>Jacksonville, FL 32211          |
| Frances Dixon         | 460 W. 70 <sup>th</sup> Street<br>Jacksonville, FL 32209 |
| John P. Danglade      | 5913 Loran Dr., N.<br>Jacksonville, FL 32216             |

#### **ARTICLE 8. By-Laws**

1. The Board of Directors may adopt By-laws for the conduct of the business of the corporation and the carrying out of the purposes of the corporation, as a majority of the Board of Directors may deem necessary.

2. Upon notice, as provided in the By-laws, the By-laws may be amended, altered or rescinded by a majority vote of the Board of Directors at any regular meeting or at any special meetings called for that purpose.

#### **ARTICLE 9. Amendments**

1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a majority vote of those present, unless a larger percentage shall be required by law.

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 10. Location**

The initial location of this corporation shall be at 150 E. First Street, Jacksonville, FL 32206.

#### **ARTICLE 11. Periodic Distribution of Assets**

The corporation shall operate exclusively for those objects and purposes described in Article 2. Neither the incorporators, members, directors, officers nor any other person, firm or corporation shall have or receive any beneficial interest in the property vested in, owned by, or in the possession of, the corporation; nor shall any part of the net income inure to their benefit. The property and the income received therefrom, after the payment of ordinary and necessary charges, debts, demands and expenses due by or incurred on behalf of the corporation, including salaries, if any, shall be applied exclusively to the uses and purposes of the corporation. 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 or in opposition to any candidate for public office. 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 (or corresponding section of any future federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

#### **ARTICLE 12. Distribution of Assets Upon Dissolution**

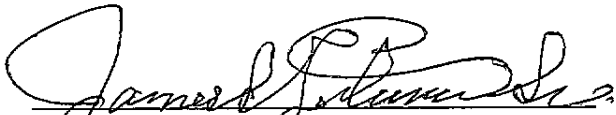
No person, firm or corporation shall ever receive any dividend or share in the income from the undertaking of this corporation and upon dissolution of the corporation all assets

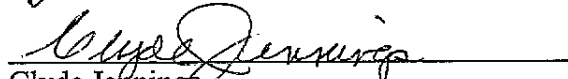
remaining after payment of the costs and expenses of such dissolution shall be distributed in such manner as shall be provided by a majority vote of the last Board of Directors. Upon dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the Federal government or to a state or local government for a public purpose.

**ARTICLE 13. Registered Office and Resident Agent**

The resident agent for receipt of service of process and the registered office of the corporation for receipt of official notices, services of process and other purposes required by law shall be Tyrie A. Boyer, 210 E. Forsyth Street, Jacksonville, Florida 32202.

**IN WITNESS WHEREOF**, we the undersigned subscribing incorporators, have hereunto set our hand and seals, this 15<sup>th</sup> day of February, 2002 for the purposes of forming this corporation not for profit under the laws of the State of Florida.

  
James L. Fortuna, Sr.

  
Clyde Jennings

  
Tyrie A. Boyer

  
John P. Danglade

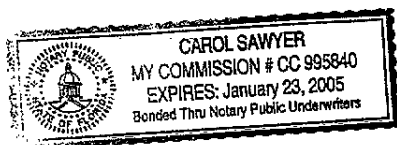
STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 8th day of February, 2002 by James L. Fortuna, Sr., as President for **JACKSONVILLE - DUVAL COUNTY COUNCIL ON ELDER AFFAIRS FOUNDATION, INC.**, who is

☒ Personally Known OR

☐ Produced Identification. Type of Identification Produced \_\_\_\_\_



Carol Sawyer

Notary Public, State of Florida

Carol Sawyer

Print, type or stamp name of Notary Public

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 8th day of February, 2002 by Clyde Jennings, as Secretary for **JACKSONVILLE - DUVAL COUNTY COUNCIL ON ELDER AFFAIRS FOUNDATION, INC.**, who is

☐ Personally Known OR

☒ Produced Identification. Type of Identification Produced Driver's License



Carol Sawyer

Notary Public, State of Florida

Carol Sawyer

Print, type or stamp name of Notary Public

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 8th day of February, 2002, by Tyrie A. Boyer, as Vice President for JACKSONVILLE -

DUVAL COUNTY COUNCIL ON ELDER AFFAIRS FOUNDATION, INC., who is

☒ Personally Known OR

☐ Produced Identification. Type of Identification Produced \_\_\_\_\_

Carol Sawyer  
Notary Public, State of Florida



Carol Sawyer  
Print, type or stamp name of Notary Public

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 8th day of February, 2002 by John P. Danglade, as Treasurer for JACKSONVILLE -  
DUVAL COUNTY COUNCIL ON ELDER AFFAIRS FOUNDATION, INC., who is

☐ Personally Known OR

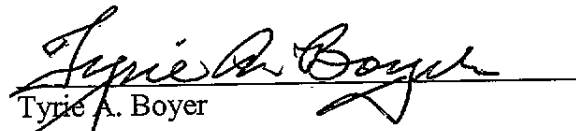
☒ Produced Identification. Type of Identification Produced Driver's License

Carol Sawyer  
Notary Public, State of Florida



Carol Sawyer  
Print, type or stamp name of Notary Public

I, the undersigned, hereby agree to be the Resident Agent for receipt of Service of Process in the registered office of the corporation for receipt of official notices, Services of Process and other purposes required by law, as set forth in Article 13 of the foregoing Articles of Incorporation.

  
Tyrie A. Boyer