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303 CENTRE STREET
FERNANDINA BEACH, FLORIDA 32034

WESLEY R. POOLE
H. PRICE POOLE, JR.
CAROL ANN FREEHAFFER
FRANCES G. BURGESS, C.L.A.

PLEASE REPLY TO:
POST OFFICE BOX 1280
FERNANDINA BEACH, FL 32035-1280
904/261-0742
FAX # 904/261-0745

November 6, 2001

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: ACCESS IN MOTION, INC.

Dear Sirs:

800004676998--2
-11/13/01--01077--008
*****70.00 *****70.00

Enclosed are:

1. Our check in the amount of \$70.00; and
2. Original and one copy of Articles Of Incorporation for the above referenced **not-for-profit** corporation.

Please file and let us have your receipt therefor as soon as possible.

Thank you for your continued assistance.

Yours sincerely,


Wesley R. Poole

WRP\fgb
Enclosures

01 NOV 13 AM 8:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

T. Burch NOV 15 2001

ARTICLES OF INCORPORATION

OF

ACCESS IN MOTION, INC.

a Florida Corporation Not-For-Profit

01 NOV 13 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

In order to form a corporation under the Laws of Florida for the formation of corporations not-for-profit, we, the undersigned, hereby associate ourselves into a corporation for the purposes and with the powers herein specified, and to that end we do, by these Articles of Incorporation, set forth:

ARTICLE I

NAME

The name of the corporation shall be ACCESS IN MOTION, INC. (the "Corporation").

ARTICLE II

PURPOSE

The purpose of the corporation is to assess special needs within Nassau County, Florida and evaluate accessibility for persons with disabilities, and to coordinate their requirements with available resources; to enable governmental units, the private sector, and human service providers to make informed budgetary and policy decisions regarding the access needs of the people they serve; to build a better community through the elimination of barriers; to provide information concerning existing services and accommodations to that segment of the population that will use and benefit from them; to identify special needs within the community to be identified and understood with the intent of allowing all interested persons and entities to choose the most cost effective upgrades and improvements to existing services; and to design an effective communication process that will facilitate a multi-directional interchange of ideas, requests, and responses among service providers and persons with disabilities; coordinate the most urgent requirements with available resources; to promote community awareness of and participation in the human services

delivery system; and to create an inclusive community that serves all of its citizens, including those with disabilities, by assuring existing services are identified and made available for use. The corporation shall undertake the performance of and shall carry out the acts and duties incident to the administration, operation and management of the project in accordance with the terms, provisions and authorizations contained herein, and in the Bylaws established pursuant to the requirements of these Articles, and further, may exercise all powers granted to a corporation association under the Act.

ARTICLE III
POWERS AND DUTIES

The Corporation shall have all those powers granted to corporations not for profit under applicable law that are necessary or appropriate to carry out the purposes of the Corporation set forth herein. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director or officer of the Corporation or to any other private persons; provided, however, that reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of its purposes. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by a nonprofit corporation under the Florida Not for Profit Corporation Act, as amended.

ARTICLE IV
MEMBERSHIP

The corporation shall have as its members all persons and entities who share the ideals and purposes of the corporation.

ARTICLE V
EXISTENCE

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Florida Secretary of State, Tallahassee, Florida. Upon the dissolution of the corporation's affairs, the Board of Directors shall, after paying or making provisions for payment of all liabilities of the corporation, distribute, transfer, convey, deliver and pay over all

of the assets of the corporation then remaining in the hands of the corporation to the CITY OF FERNANDINA BEACH, to be used exclusively for public purpose. In the event that, for any reason, upon dissolution of the corporation, the Board of Directors shall fail to act in the manner herein provided within a reasonable period of time, the Senior Judge of the Circuit Court of the Fourth Judicial Circuit, State of Florida, shall make such distribution, exclusively upon the application of one or more persons having residence in the City of Fernandina Beach, Florida.

ARTICLE VI
PRINCIPAL OFFICE

The principal office of the Corporation shall be located at 2726 Robert Oliver Avenue, Fernandina Beach, Florida, but the Corporation may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors.

ARTICLE VII
DIRECTORS

The Corporation shall have a Board of Directors in which all powers of the Corporation shall be vested and which shall consist of not less than three (3) directors. The directors shall serve without compensation, except that they shall be reimbursed for their expenses incurred in and about the performance of their duties as directors. The members shall elect the directors and they shall be appointed so that they hold office for staggered four-year terms. Subsequent to the appointment of the original Board of Directors for the first term of office in the manner prescribed in this paragraph, as the term of office of each director expires, a successor director shall be appointed by the same appointment process used in the appointment of a particular director whose term has expired. In the event of a vacancy due to death, resignation or removal of a director, then a successor shall be appointed to complete the remainder of the term by the same appointment process by which such deceased, resigned or removed director was appointed. If at the expiration of any term of office of any director a successor thereto shall not have been appointed, then the director whose term of office shall have expired shall continue to hold office until a successor is appointed.

The names and addresses of the members of the first Board of Directors who, subject to the provisions of the laws of Florida, these Articles of Incorporation and the Bylaws, shall hold office for the initial terms as hereinbelow designated, and thereafter until their successors are elected and have qualified, are as follows:

<u>Name of Director</u>	<u>Address</u>	<u>Initial Term</u>
DEEANN BARTON	2726 Robert Oliver Ave. Fernandina Beach, FL 32034	4 yrs.
ANDREW M. BARTON	2726 Robert Oliver Ave. Fernandina Beach, FL 32034	4 yrs.
Susan Laird	501 So. 6 th Street Fernandina Beach, FL 32034	4 yrs.

ARTICLE VIII
REMOVAL OF DIRECTORS

Any director appointed to the Board of Directors may be removed therefrom with or without cause by the membership, in the manner provided by Florida Statutes.

ARTICLE IX
LIABILITY

In addition to all immunities and protection against liability otherwise afforded by law to the directors of the Corporation, no director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate any liability which a director might otherwise have:

- (A) for any appropriation in violation of the director's duties, of any business opportunity of the Corporation;
- (B) for any acts or omissions which involve intentional misconduct or a knowing violation of the law;

- (C) for the types of liability set forth in Section 617.0834, Florida Statutes, as amended; or
- (D) for any transaction from which the director received an improper personal benefit; provided that the provisions of this Article IX shall not eliminate or limit any liability which a director might otherwise have for any act or omission prior to the effective date of these Articles of Incorporation.

ARTICLE X
INCORPORATORS

The Incorporator under these Articles of Incorporation and his address, is set forth below:

Wesley R. Poole
303 Centre Street
Fernandina Beach, FL 32034

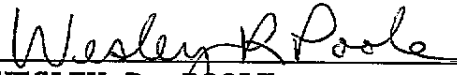
ARTICLE XI
BYLAWS

The original Bylaws of the Corporation shall be adopted by a majority vote of the Board of Directors of the Corporation at a meeting at which a majority of the Board of Directors is present, and, thereafter, the Bylaws may be altered or rescinded only by affirmative vote of four-fifths (4/5) of the votes entitled to be cast by the directors.

ARTICLE XII
NON-RELIGIOUS PURPOSE

The Corporation is not a religious corporation.

IN WITNESS WHEREOF, the Incorporator hereof has hereunto set his hand and seal this 6th day of November, 2001.



WESLEY R. POOLE
Incorporator

STATE OF FLORIDA
COUNTY OF NASSAU

The foregoing instrument was acknowledged before me this 6th day of November, 2001, by WESLEY R. POOLE, who is personally known to me or produced _____ as identification.

Frances G. Burgess
Name: **FRANCES G. BURGESS**
Notary Public, State of Florida
My Commission Expires:



Frances G. Burgess
MY COMMISSION # CC867307 EXPIRES
March 16, 2003
BONDED THROUGH TROY RAIN INSURANCE INC

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

ACCESS IN MOTION, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT 303 CENTRE STREET, SUITE 200, FERNANDINA BEACH, FLORIDA 32034, HAS NAMED WESLEY R. POOLE, LOCATED AT 303 CENTRE STREET, SUITE 200, FERNANDINA BEACH, FLORIDA 32034, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

ACCESS IN MOTION, INC.

By: Wesley R. Poole
Wesley R. Poole
Incorporator

SECRETARY OF STATE
ALLIANCE OF FLORIDA
01 NOV 13 AM 8:51
FILED

DATED: 11-6-01

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Wesley R. Poole
WESLEY R. POOLE
Resident Agent

DATED: 11-6-01