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COVER LETTER

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

SUBJECT: Downtown Vision Alliance, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

\$70.00  
Filing Fee

\$78.75  
Filing Fee &  
Certificate of  
Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Theresa C. Lorraine  
Name (Printed or typed)

214 N. Hogan St., Ste. 120  
Address

Jacksonville, FL 32202  
City, State & Zip

(904) 634-0303 x 223  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

DRAFT  
ARTICLES OF INCORPORATION  
OF  
DOWNTOWN VISION ALLIANCE, INC.  
(A Nonprofit Corporation)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
06 MAR 15 AM 10:10

The undersigned, for the purpose of forming a corporation not for profit under the laws of Florida, hereby adopt the following Articles of Incorporation:

**ARTICLE I**

NAME

Section 1.1 Name. The name of the corporation is Downtown Vision Alliance, Inc..

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 214 N. Hogan St., Ste. 120, Jacksonville, FL 32202.

Section 1.3 Mailing Address. The mailing address of the corporation is 214 N. Hogan St., Ste. 120, Jacksonville, FL 32202.

**ARTICLE II**

PURPOSES

Section 2.1 Purposes. The purposes for which the corporation is formed are:

1. Enhancing and improving conditions within the boundaries of Downtown Jacksonville, Florida, particularly that portion within the downtown developments of regional impact ("Downtown Jacksonville "), including:

- a. Enhancement of the physical environment
- b. Improvement of safety, cleanliness and security of the area
- c. Promotion of the image of Downtown Jacksonville
- d. Establishment, sponsorship or promotion of programs to build community and to promote Downtown Jacksonville generally
- e. Establishment, sponsorship or promotion of programs to promote economic development in general and to eliminate blight

2. Soliciting and receiving contributions from whatever sources, whether unrestricted or for designated purposes, and hold the same for such designated purposes or subject to such conditions as may be specified in the terms of the gift or grant.

3. The corporation shall operate exclusively for charitable, scientific or educational purposes 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), and solely for such purposes and, in furtherance of such purposes, may exercise all rights and powers conferred by the laws of the State of Florida on corporations not for profit.

### ARTICLE III

#### BOARD OF DIRECTORS

Section 3.1 Election. Directors shall be elected in the manner set forth in the Bylaws of the corporation.

Section 3.2 Number. This corporation shall have eight directors initially. The number of Directors may be increased or reduced from time to time, as provided in the Bylaws of the corporation; however, the corporation shall at all times have at least three (3) Directors.

Section 3.3 Names and Addresses of the First Members of the Board of Directors. The names and addresses of the persons who are to serve as the initial Directors of the corporation until the election or appointment of their successors are as follows:

<u>Name</u>	<u>Address</u>
Steve Crosby	301 W. Bay St., 8th Floor Jacksonville, FL 32202
Mike Jennings	701 San Marco Blvd., 12th Floor Jacksonville, FL 32207
John Welch	1 Independent Dr., Ste. 1300 Jacksonville, FL 32202
Jeremy Smith	9540 San Jose Blvd. Jacksonville, FL 32257
Dave Auchter	P.O. Box 1193 Jacksonville, FL 32201

Mark Farrell	3020 Hartley Rd., Ste. 300 Jacksonville, FL 32257
Howard Serkin	225 Water St., Ste. 1250 Jacksonville, FL 32202
Barry Vaughn	815 S. Main St. Jacksonville, FL 32207

Section 3.4 Executive Committee. The Board of Directors may, pursuant to a resolution adopted by a majority of all of the members of the Board, designate two (2) or more of its members to constitute an executive committee, which, to the extent provided in such resolution, may exercise the powers of the Board of Directors.

#### **ARTICLE IV**

##### **MEMBERSHIP**

Section 4.1 Membership. The corporation shall have one voting member, which shall be Downtown Vision, Inc. The Board of Directors may extend invitations to become non-voting members of the corporation to any person or entity interested in the goals and purposes of the corporation in accordance with the bylaws of the corporation and may terminate such memberships. The members shall have rights and duties set forth in the bylaws.

#### **ARTICLE V**

##### **LIMITATIONS**

Section 5.1 Limitations on Actions. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any member, director, officer or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to confer benefits on its members in conformity with the purposes set forth in Section 2.1 of these Articles. 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 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 by a corporation exempt from federal income tax under 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).

## ARTICLE VI

### DISSOLUTION

Section 6.1 Dissolution. Upon the dissolution of the corporation, assets shall be distributed to one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, as amended, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a local or state government for public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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 VII

### INITIAL REGISTERED OFFICE AND AGENT

Section 7.1 Name and Address. The street address of the initial registered office of this corporation is 214 N. Hogan Street, Suite 120, Jacksonville, FL 32202, and the name of the initial registered agent at that address is Downtown Vision, Inc.

## ARTICLE VIII

### INCORPORATOR

Section 8.1 Name and Address. The name and street address of the incorporator of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Theresa C. Lorince	214 N. Hogan St., Ste. 120 Jacksonville, FL 32202

## ARTICLE IX

### AMENDMENTS

Section 9.1 This Article may be amended from time to time by vote or written consent of the voting member without action by the Board of Directors.

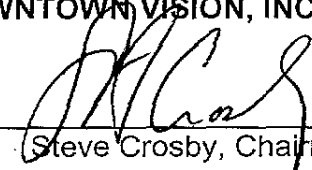
IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation for the purposes therein set forth, all as of the 28<sup>th</sup> day of February, 2006.

  
Theresa C. Lorraine (Incorporator)

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, 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. I am familiar with and I accept the obligations of a registered agent.

**DOWNTOWN VISION, INC.**

By  \_\_\_\_\_  
Steve Crosby, Chairman

Date: 3/4/06, 2006

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DIVISION OF CORPORATIONS  
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