

6/18/2021

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
 RIVERFRONT PARKS CONSERVANCY, INC.**

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Electronic Filing Menu

Corporate Filing Menu

Help

H21000240666 3

**ARTICLES OF INCORPORATION  
OF  
RIVERFRONT PARKS CONSERVANCY, INC.  
(A Florida Not For Profit Corporation)**

**ARTICLE I  
NAME**

The name of the Corporation is RIVERFRONT PARKS CONSERVANCY, INC. (the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The mailing address and principal place of business of the Corporation is:

c/o Foley & Lardner LLP  
One Independent Dr., Suite 1300  
Jacksonville, FL 32202

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE III  
PURPOSES**

The purposes for which the Corporation is organized are exclusively charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any future federal tax code. The Corporation shall promote interest, knowledge, appreciation and use of the riverfront public parks of the City of Jacksonville, Florida located in the area known as the Downtown Overlay Zone as defined by Jacksonville City Council Ordinance 2019-196 and reflected in Section 656.361.2 of the City of Jacksonville, Florida Ordinance Code as of April 7, 2021. The further purposes for which the Corporation is established are:

- to manage one or more riverfront public parks located in the Downtown Overlay Zone;
- to cooperate with other not for profit corporations, foundations, institutions, governments or any political subdivisions thereof, other organizations and individuals in the promotion and management of such riverfront public parks;
- to solicit, when authorized by law, and accept gifts, grants and bequests of money, securities or other property, real or personal, for the endowment of its purposes and to hold the same in trust or otherwise in accordance with the instructions of the donor, to invest and re-invest the same, and to employ the interest and income from such investments as well as the principal for its lawful purpose;

H21000240666 3

- to acquire in any lawful manner, property of every kind and description and to hold, direct, administer, manage, operate, own and dispose of same;
- to hold, own, manage, pledge, sell, rent, lease, transfer, or in any manner, dispose of and deal and trade in real estate, goods, merchandise, tangible and intangible property of every class and description whatsoever and wherever the same may be located; and
- to act as agent, principal, director, manager or otherwise, either alone or in conjunction with any government or political subdivision thereof, person, firm, association, institution or public or private corporation.

Notwithstanding any other provisions of these Articles, 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 Internal Revenue Code, or the corresponding provisions of any future federal tax code.

Any gift to the Corporation for the purposes herein provided may be made by effectively identifying the gift as made to or for the purposes of Riverfront Parks Conservancy, Inc., or by effectually identifying this Corporation by reference in the manner permitted by law in any Will, Deed, or written instrument legally operative to transfer title to the Corporation.

#### **ARTICLE IV DURATION AND COMMENCEMENT**

The term for which this Corporation shall exist shall be perpetual, commencing on the date of filing of the Articles.

#### **ARTICLE V REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is One Independent Dr., Suite 1300, Jacksonville, FL 32202, and the name Corporation's initial registered agent at that address is F&L Corp. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

#### **ARTICLE VI BOARD OF DIRECTORS**

The management of the affairs of the Corporation shall be vested in the Board of Directors (the "Directors"). The Corporation shall have four (4) Directors initially. The number of Directors may be increased or diminished, from time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The manner in which the Directors are elected or appointed is stated in the Bylaws.

**ARTICLE VII  
INCORPORATOR**

The name and address of the incorporator is:

Barbara Goodman  
2945 Southern Hills Circle W.  
Jacksonville, FL 32225

**ARTICLE VIII  
PERSONAL LIABILITY**

No Director or officer of the Corporation shall be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property or assets of the Directors or officers be subject to the payment of the debts or obligations of the Corporation.

The Directors' powers are exercisable solely in the fiduciary capacity consistent with and in furtherance of the charitable purposes of this Corporation as specified in Article III and not otherwise.

**ARTICLE IX  
LIMITATIONS OF CORPORATE POWERS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Articles III hereof. 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 the 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 the corresponding section of any future federal tax code, or (c) by a corporation satisfying the requirements of the Florida Not For Profit Corporation Act, Florida, Statute 617.

**ARTICLE X  
AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided below. Any proposed amendment to these Articles must be presented to the Secretary of this Corporation in writing and signed by three (3) Directors. Such proposed amendment then shall be mailed by the Secretary of this Corporation to all Directors at least thirty (30) days prior to the next regular meeting of Directors. An amendment to these Articles must be approved and adopted by the


H21000240665 3

affirmative vote of at least three-fourths of the Directors responding to a mail ballot or of the Directors present and voting at such meeting.

**ARTICLE XI  
DISPOSITION OF ASSETS UPON DISSOLUTION**

In the event that this Corporation is dissolved and ceases to exist for its stated purposes, the net assets of the Corporation shall be distributed and paid over absolutely to the City of Jacksonville, Florida, for the uses and purposes expressed in Article III, hereof, provided that at such time the purposes for which the funds are used by the City of Jacksonville, Florida meet the requirements of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. In the event that this Corporation is dissolved and ceases to exist for its stated purposes and at such time the City of Jacksonville, Florida does not meet the requirements of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or does not use the funds to meet such purposes, the net assets of the Corporation shall be distributed and paid over absolutely to such entity or entities as the Directors may designate provided that such entity or entities perform substantially the same function as this Corporation and meet the requirements of Section 501(c)(3) of the Internal Revenue Code.

**IN WITNESS WHEREOF**, the undersigned subscribes these Articles of Incorporation on June 15, 2021.

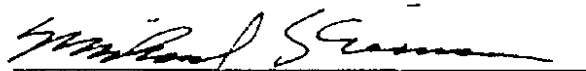
  
\_\_\_\_\_  
Barbara Goodman, Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned agrees to act as registered agent for the Corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of Chapter 617, Florida Statutes, and the undersigned acknowledges that it is familiar with and accepts the obligations of such position.

Date: June 15, 2021

F&L CORP.



Michael Kirwan, Authorized Signatory