

N95000001567

BAKER AND SWEARINGEN

4431 LAFAYETTE STREET
MARIANNA, FLORIDA 32440

FRANK A. BAKER, P. A.*
*BOARD CERTIFIED CIVIL TRIAL
GLENDA F. SWEARINGEN, P. A.

TELEPHONE
904-520-3033
904-520-4405
FACSIMILE
904-520-2714

March 28, 1995

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

RE: Jackson County Development Council, Inc.

Dear Sir:

Enclosed please find my check in the amount of \$122.50 (filing fee) and the original and one copy of the Articles of Incorporation of Jackson County Development Council, Inc. Please be so kind as to file the Articles and return a certified copy to my office at your earliest convenience.

Thank you in advance for your usual prompt attention in this regard. If you have any questions, please call.

Sincerely,

Frank A. Baker

FRANK A. BAKER, ESQ.

FAB:sm/secstate.ltr

Enclosures

EFFECTIVE DATE

04-01-95

800001443088
-03/29/95--01088--016
***122.50 ***122.50

NANCY HENDRICKS APR - 6 1995

*Per Frank Baker:
Make effective
4-1-95.
Per Sheryl:
Add principal
address.*

FILED

ARTICLES OF INCORPORATION
OF
JACKSON COUNTY DEVELOPMENT COUNCIL, INC.

95 APR -4 PM 2:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following articles of Incorporation:

EFFECTIVE DATE

01-01-95

ARTICLE 1
NAME

The name of the Corporation is JACKSON COUNTY DEVELOPMENT COUNCIL, INC.

ARTICLE 2
NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Trustees or Officers, except to the extent permissible under law.

ARTICLE 3
DURATION

The duration (term) of the Corporation is perpetual.

ARTICLE 4
PURPOSES

The Corporation is organized, and shall be operated exclusively, for the following purposes:

A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

C. Specifically (but without limitation of the foregoing or of any other powers or purposes under applicable Florida law): to provide economic and other assistance to individuals and businesses located within Jackson County, Florida; to promote the economic and social development of Jackson County; to borrow or receive money, and to apply for and accept advances, loans, grants, and/or any other form of monies or financial assistance or programs from the Federal Government or the state, county, municipalities, or other public body or from any other sources, public or private; to give such security and execute and carry out any contracts or agreements in connection therewith; to appropriate funds and make expenditures; to extend credit or make loans, grants, or other form of payments to other public or private companies or individuals; to invest funds held in reserves or sinking funds; to purchase, sell or hold stock in other companies or enterprises, or evidences of indebtedness and security, or other capital participation instruments; to issue bonds or other securities or pledges; and to have all powers set forth in Fla. St. Chapters 607 and 617 which are not inconsistent with these articles.

ARTICLE 5 LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered (to officers and/or Trustees, or to other persons) and to make payments and distributions in furtherance of the purposes set forth in Article 4 (Purposes) hereof.

ARTICLE 6 MEMBERS

The Corporation shall have two or more classes of membership. The Voting Members class shall consist of all members of the Board of Directors of the Marianna Chamber of Commerce, Inc., a Florida corporation. The remaining classes of membership shall be non-voting. All members shall be required to be natural persons who are residents of Jackson County, Florida, who support the goals and purposes of the Corporation. The Bylaws shall provide for nonvoting members, who shall be admitted

In such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The names and addresses of each Initial Voting Member are as follows:

NAME	ADDRESS
Jane Bonton	P.O. Box 520, Marianna, FL, 32447
Idus Hartsfield	3820 Caverns Rd., Marianna, FL, 32446
Chuck Lockey	2864 Madison St., Marianna, FL, 32448
David Melvin	P.O. Box 840, Marianna, FL, 32447
Mike Peacock	P.O. Box 610, Marianna, FL, 32447
Robert Roiff	3176 4th St., Marianna, FL, 32446
Mick Whitney	P.O. Box 5709, Marianna, FL, 32447
Sheryl Wright	3595 Industrial Park Dr., Marianna, FL, 32446
Jack Hollis	P.O. Box 450, Marianna, FL, 32447
H. Ed Jowers	4487 Lafayette St., Marianna, FL, 32446
William Long	P.O. Box 1608, Marianna, FL, 32447
Steve Miller	P.O. Box 550, Marianna, FL, 32447
Alan Pelt	P.O. Box 6054, Marianna, FL, 32447
James Wise	P.O. Box 936, Marianna, FL, 32447

ARTICLE 7 INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 4431 Lafayette Street, Marianna, FL, 32446, and the name of its initial Registered Agent at that address is Frank A. Baker. The mailing address of the corporation is the same as the Registered Office.

ARTICLE 8 INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of directors constituting the initial Board of Directors is fifteen (15), one of whom shall be (at all times) the President of Marianna Chamber of Commerce, Inc. The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. Each Director shall: a) be a Voting or non-voting member of the Corporation; b) be at least 18 years of age, a permanent resident of Jackson County, and have demonstrated experienced leadership abilities; c) have experience and be actively involved in civic, community or economic development activities; and d) have a working knowledge of the duties and responsibilities associated with corporate operations. Directors shall be elected by the Voting Members, as provided in the Bylaws. The Bylaws may provide for ex officio and honorary Directors, and their rights and privileges. Unless otherwise provided by the Voting Members,

the annual periods of office of the Directors of this Corporation shall run from April 1 through March 31 (except that the initial term of office of each initial Director shall commence on the date of incorporation of the Corporation). The name, address and initial term of office of each initial Director of the Corporation is as follows:

NAME	ADDRESS	INIT. TERM
Leon Foster	P.O. Box 159, Snoods, FL	3 years
Patti Faircloth	P.O. Box 159, Snoods, FL	1 year
Jerry Smith	P.O. Box 127, Graceville, FL	2 years
Tom Kinchen	5400 College Drive, Graceville, FL	3 years
Wayne Grant	3595 Industrial Park Drive, Marianna, FL	2 years
Mark Cutshaw	P.O. Box 610, Marianna, FL	2 years
John Manor	P.O. Box 550, Marianna, FL	3 years
H. Ed Jowers	4487 Lafayette St., Marianna, FL	1 year
Elmore Bryant	2814 Orange, Marianna, FL	2 years
William Long	P.O. Box 1608, Marianna, FL	1 year
Bob Pforto	4214 Lafayette Street, Marianna, FL	3 years
Evelyn Cofield	2864 Madison St., Marianna, FL	2 years
Chuck Morgan	4384 Angela Dr., Marianna, FL	3 years
Norwood Jackson	P.O. Box 127, Graceville, FL	1 year
Steve Miller	P.O. Box 550, Marianna, FL	1 year

ARTICLES 9 OFFICERS

The Officers of the Corporation shall be members of the Corporation, and shall consist of a President, Vice-President, and Secretary-Treasurer, and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of the initial Officer of the Corporation is as follows: Steve Miller, P.O. Box 550, Marianna, FL, 32447, as President, Vice-President, and Secretary-Treasurer.

ARTICLE 10 INCORPORATOR

The name and address of the Incorporator is FRANK A. BAKER, 4431 Lafayette Street, Marianna, FL, 32446.

ARTICLE 11
AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation of the Corporation may be amended only upon majority vote approving such adoption by the Board of Directors of the Corporation and by the Board of Directors of Marianna Chamber of Commerce, Inc.

ARTICLE 12
TURNOVER OF ASSETS UPON DISSOLUTION

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which are themselves exempt under Section 501(c)(3) and/or Section 170(c)(2) of the Internal Revenue Code (or corresponding sections of past or future law) or to the federal, state or local government for exclusively public purposes.

ARTICLE 13
INDEMNIFICATION

The Corporation shall fully indemnify each Officer and Director of the Corporation, including former Officers and Directors, to the full extent permitted by the laws of the State of Florida. The form and content of the indemnification shall be set forth in greater detail in the By-Laws, but shall never be less than the full extent permitted by the laws of the State of Florida.

ARTICLE 14
BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors of the Corporation, but all alterations, amendments and repeals to or of the Bylaws must be approved by a majority of all of the Voting Members.

ARTICLE 15
COMMENCEMENT OF CORPORATE EXISTENCE

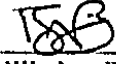
In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of

subscription and acknowledgment of these Articles of Incorporation.

ARTICLE 16
NONSTOCK BASIS

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock, but may issue certificates of membership.

In Witness Whereof, the undersigned have signed these Articles of Incorporation on this ~~March~~ April, 1995.


FRANK A. BAKER, Incorporator

State of Florida
County of Jackson:

THE FOREGOING INSTRUMENT was acknowledged before me this March __, 1995, by Frank A. Baker, as Incorporator, who is personally known to me and who did take an oath.

Notary Public
My Commission Expires.

lib\jcdcinc.art
(rev. 3/28/95)

LAW OFFICES OF
BAKER AND SWEARINGEN

4431 LAFAYETTE STREET
MARIANNA, FLORIDA 32446

FRANK A. BAKER, P. A.
*INWARD CERTIFIED CIVIL TRIAL
GLENDA F. SWEARINGEN, P. A.

TELEPHONE
904-526-3033
904-526-4405
FACSIMILE
904-526-2714

CONSENT TO SERVE AS REGISTERED AGENT

I, FRANK A. BAKER, hereby consent to serve as Registered Agent in the state of Florida, for JACKSON COUNTY DEVELOPMENT COUNCIL, INC. a Florida corporation.

I understand that as agent it will be my responsibility to accept and forward service of process and all mail to the corporation. In the event of my resignation or of any change in the Registered Office address, I will notify the Secretary of State immediately.

EFFECTIVE DATE

Date: March 31, 1995

04-01-95

FRANK A. BAKER
FRANK A. BAKER, as Registered Agent and
Incorporator

THE FOREGOING INSTRUMENT was acknowledged and sworn to before me this ___ day of March, 1995, by FRANK A. BAKER, who is personally known to me and who did take an oath.

Sheryl Middleton
SHERYL MIDDLETON
NOTARY PUBLIC
MY COMMISSION EXPIRES:

SHERYL MIDDLETON
Notary Public - State of Florida
My Commission Expires
November 7, 1995
Comm. No. CC 159123