

TRANSMITTAL LETTER

NO1000000513

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

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SUBJECT: Nonprofit Center of Northeast Florida, 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: Jill Langford Dame
Name (Printed or typed)

2905 Grand Ave.
Address

Jacksonville, FL 32210
City, State & Zip

904-389-9554
Daytime Telephone number

FILED
01 JAN 22 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

LB
1/24

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**ARTICLES OF INCORPORATION
OF
NONPROFIT CENTER OF NORTHEAST FLORIDA, INC.**
(A Florida not-for-profit corporation)

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TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this corporation shall be "Nonprofit Center of Northeast Florida, Inc." hereinafter referred to as "the Corporation"

**ARTICLE II
LOCATION**

The principal place of business and mailing address of the Corporation shall be 2905 Grand Avenue, Jacksonville, Florida 32210, or at such other location within the State of Florida as may be hereafter established by the Board of Directors.

**ARTICLE III
PURPOSE**

This Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the "Code"). The general nature and purpose of the Corporation shall be the advancement of the nonprofit sector through education, consultation, advocacy, publication, and such other activities as benefit the nonprofit sector. In effectuating such general purpose the Corporation may on a non-profit basis:

(a) Acquire by gift or otherwise, and hold, sell, convey, assign, mortgage, and lease any real or personal property necessary or incidental to the accomplishment of the non-profit purposes of the Corporation.

(b) Borrow money and issue evidence of indebtedness; and secure loans and other indebtedness by mortgages, deeds of trust, pledges, or other liens upon the property of the Corporation.

(c) Enter into any kind of activity, and to perform and carry out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the Corporation. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 distributions in furtherance of the purposes set forth in Article II above. 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 provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV MEMBERS OF THE CORPORATION, DIRECTORS AND OFFICERS

The Members of the Corporation shall be the Board of Directors elected in accordance with the Bylaws of the Corporation.

The affairs of the Corporation shall be managed by a Board of Directors that shall have all of the powers necessary or appropriate for the administration of the affairs of the Corporation. There shall be no fewer than four nor more than twenty-one directors, as determined from time to time as provided in the Bylaws. The Board of Directors may elect such officers as they may from time to time determine to be necessary for the effective operation of the Corporation, including a President, Secretary and Treasurer.

ARTICLE V INITIAL BOARD OF DIRECTORS

The names and addresses of the initial members of the Board of Directors are:

Lois Chepenik
2434 Atlantic Blvd. Suite 100
Jacksonville, FL 32207

Lawrence J. DuBow
4801 Executive Park Ct., Suite 100
Jacksonville, FL 32216

Jill Langford Dame
2905 Grand Avenue
Jacksonville, FL 32210

Connie Hodges
1300 Riverplace Blvd. Suite 500
Jacksonville, FL 32207

ARTICLE VI REGISTERED AGENT

The street address of the Corporation's initial registered office shall be 1301 Riverplace Blvd., Suite 1500, Jacksonville, Florida 32207, and the name of the Corporation's initial registered agent at the registered office shall be Peter L. Dame.

ARTICLE VII INCORPORATOR

The name and address of the incorporator is Jill Langford Dame, 2905 Grand Avenue, Jacksonville Florida 32210.

ARTICLE VIII POWERS

The Corporation shall have all the powers of not-for-profit corporations under Chapter 617, Florida Statutes, or successor laws.

ARTICLE IV TERM OF EXISTENCE

The Corporation shall have perpetual existence, unless sooner dissolved in accordance with Florida law.

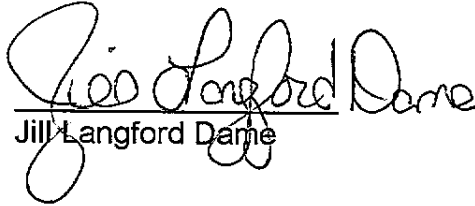
ARTICLE X DISSOLUTION

Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a 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 XI AMENDMENTS

These Articles of Incorporation may be amended by a majority vote of the members of the Corporation at any annual meeting, or at any special meeting called for that purpose.

For the purpose of organizing a not-for-profit corporation under Chapter 617, Florida Statutes, the incorporator hereby signs this document this 19th day of January, 2001.


Jill Langford Dame

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

The name of the corporation is:

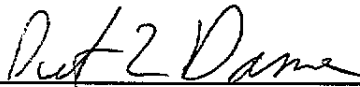
Nonprofit Center of Northeast Florida, Inc.

The name and address of the registered agent and office are:

Peter L. Dame
1301 Riverplace Blvd., Suite 1500
Jacksonville, Florida 32207

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:


Peter L. Dame

DATE: 1-19-01

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01 JAN 22 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA