

701313

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ROTARY CLUB OF JACKSONVILLE, FLORIDA

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MAY 30 2019

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**CERTIFICATE UNDER SECTION 617.1007 AND 617.1006, Florida Statutes
RE: THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

For

**ROTARY CLUB OF JACKSONVILLE, FLORIDA, INC.
(formerly named ROTARY CLUB OF JACKSONVILLE, FLORIDA)
(Document number 701313)**

PURSUANT TO SECTION 617.1007 and 617.1006, Florida Statutes, the undersigned president and secretary of ROTARY CLUB OF JACKSONVILLE, FLORIDA, INC., on behalf of said Corporation, hereby certifies that the **THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION** filed concurrently herewith:

1. Contains one or more amendments to the Amended and Restated Articles of Incorporation which require member approval;
2. The amendments include a change of name from "ROTARY CLUB OF JACKSONVILLE, FLORIDA" to "ROTARY CLUB OF JACKSONVILLE, FLORIDA, INC." and such other amendments as are stated in the Third Amended and Restates Articles of Incorporation which are filed concurrently with this Certificate.
3. The Board of Directors of the Corporation adopted the Third Amended and Restated Articles of Incorporation on February 25, 2019.
4. The members of the Corporation adopted the Third Amended and Restated Articles of Incorporation on April 15, 2019.
5. The number of votes cast for the Third Amended and Restated Articles of Incorporation was sufficient for approval.

Respectfully submitted and filed.

Witnesses:

ROTARY CLUB OF JACKSONVILLE, FLORIDA, INC.
(Formerly named "Rotary Club of Jacksonville, Florida")

Katie Scales

Print: Katie Scales

By: Traci E. Jenks

Traci E. Jenks, President

Kristy Schneider

Print: Kristy Schneider

Attest: Kathy S. McIlvaine

Kathy S. McIlvaine, Secretary

(Corporate Seal)

SECRETARY OF STATE
MAIL ROOM
TALLAHASSEE, FLORIDA

19 MAY 29 AM 9:11

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State of Florida**County of Duval**

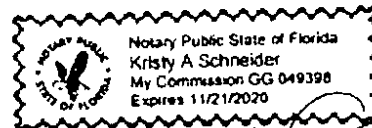
The foregoing instrument was acknowledged before me this 28 day of May, 2019, by Traci Jones and Kathy Melvine as President and Secretary, respectively, of Rotary Club of Jacksonville, Florida, Inc., a Florida non-profit corporation, on behalf of said corporation. Said persons are personally known to me.

Notary Public: State of Florida at Large

Print name: Kristy Schneider

My commission expires: 11/21/2020

Notary Seal



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ROTARY CLUB OF JACKSONVILLE, FLORIDA, INC.**(Document number 701313)****THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

The Amended and Restated Articles of Incorporation of this Florida non-profit corporation filed with the Florida Secretary of State on December 4, 1997 are hereby amended and restated to read in their entirety as follows:

ARTICLE I. Name

The corporate name for this corporation is **Rotary Club of Jacksonville, Florida, Inc.**

ARTICLE II Addresses

The street address of the principal office of the Corporation is 12020 Winstead Road, Jacksonville, Florida 32220. The mailing address of the Corporation is Post Office Box 37028, Jacksonville, Florida 32236.

ARTICLE III Purposes

The purpose shall be to engage in any lawful activity to further the Object of Rotary. The Object of Rotary ("Object of Rotary") is to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:

1. The development of acquaintance as an opportunity of service;
2. High ethical standards in business and professions; the recognition of worthiness of all useful occupations; and the dignifying by each Rotarian of such Rotarian's occupation as an opportunity to serve society;
3. The application of the ideal of service by every Rotarian to their personal, business and community life;
4. The advancement of international understanding, good will, and peace through a world fellowship of business and professional people united in the ideal of service.

ARTICLE IV Election of Directors

The number of directors and the method of election of directors shall be set forth in the Constitution and/or Bylaws of the Corporation, but the number shall not be less than three.

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ARTICLE V Corporate Powers and Period of Existence

This Corporation is a non-profit corporation with perpetual existence and with all the rights, powers and privileges permitted under the Law of the State of Florida.

ARTICLE VI Registered Office and Registered Agent.

The Corporation's registered office is: 1301 Riverplace Blvd., Suite 1500, Jacksonville, FL 32207. The name of the Corporation's registered agent at that address is: **E. Allen Hieb**.

ARTICLE VII Amendments to the Articles

Amendments proposed to these Articles may be adopted at a regular meeting of the members of the Corporation, a quorum being present, by two thirds (2/3) vote of the members present, provided that notice of such proposed amendment has been given to each member at least ten (10) days before such meeting.

ARTICLE VIII Constitution

This Corporation shall have the authority to adopt such Constitution, and amendments, not inconsistent with the purposes stated in these Articles or with the Constitution and Bylaws of Rotary International ("RI") (and the rules of procedure for an area administration where established). The method of adopting the Constitution of this Corporation, and amendments, shall be set forth in said Constitution.

ARTICLE IX Bylaws

This Corporation shall have the authority to adopt Bylaws, and amendments, not inconsistent with these Articles or with the Constitution of the Corporation, or with the Constitution and Bylaws of RI (and the rules of procedure for an area administration where established). The method of adopting the Bylaws of this Corporation, and amendments, shall be set forth in said Bylaws.

ARTICLE X Territorial Limits

The territorial limits of this Corporation for purposes of determining qualifications for membership shall be the City of Jacksonville, Florida and the surrounding area.

ARTICLE XI Membership

Membership provisions shall be set forth in the Constitution and/or Bylaws of the Corporation.

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CERTIFICATE OF ADOPTION

The undersigned president and secretary of the Corporation hereby certify that the foregoing Third Amended and Restated Articles of Incorporation were approved and adopted by the members of the Corporation at a regular meeting of the members of the Corporation on April 15, 2019, a quorum being present, by a two thirds (2/3) vote of the members present, after the notice of the proposed Third Amended and Restated Articles of Incorporation had been mailed or given to each member at least ten (10) days before such meeting.

Witnesses:

Rotary Club of Jacksonville, Florida, Inc.

Katie Scales
Print: Katie Scales

By: Traci E. Jenks
Traci E. Jenks, President

Kristy Schneider
Print: Kristy Schneider

Attest: Kathy S. McIlvaine
Kathy S. McIlvaine, Secretary

(Corporate Seal)

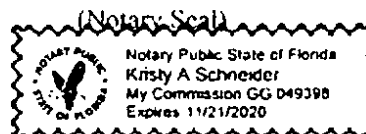
State of Florida
County of Duval

The foregoing instrument was acknowledged before me this 29 day of May, 2019, by Traci Jenks and Kathy McIlvaine as President and Secretary, respectively, of Rotary Club of Jacksonville, Florida, Inc., a Florida non-profit corporation, on behalf of said corporation. Said persons are personally known to me.

Notary Public: State of Florida at Large

Print name: Kristy SchneiderMy commission expires: 11/21/2020

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