

# N00000005914

## TRANSMITTAL LETTER

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

SUBJECT: THE HISTORIC SEMINOLE CLUB, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

400003385144--1  
-09/07/00--01027--023  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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: BRIAN SMITH  
Name (Printed or typed)

400 NORTH HOGAN STREET  
Address

JACKSONVILLE, FL 32202  
City, State & Zip

(904) 353-3888  
Daytime Telephone number

FILED  
00 SEP - 7 AM 11:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

518-6483

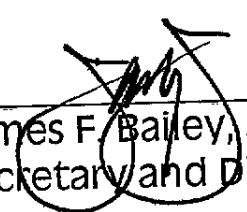
W-21607

August 17, 2000

To: Corporations Division  
Secretary of State of Florida

Re: Historic Seminole Club, Inc. (#97000098443)

Please be advised that the directors of the above for profit corporation have acknowledged the administration dissolution of the corporation and fully consent to the use of the name "The Historic Seminole Club, Inc." by a new Florida non-profit corporation to be formed by Brian Smith.



James F. Bailey, Jr.  
Secretary and Director

**FILED**  
00 SEP -7 AM 11:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

*The undersigned incorporator, for the purpose of forming a corporation under the Florida Not-For-Profit Corporation Act, hereby adopts the following Articles of Incorporation:*

### ARTICLE I

NAME: The name of the Corporation shall be The Historic Seminole Club, Inc.

### ARTICLE II

PRINCIPAL OFFICE: The principal place of business and mailing address of this Corporation shall be 400 North Hogan Street, Jacksonville, Florida 32202. Subsequent offices and places of businesses may, at the direction of the Board of Directors, be added.

### ARTICLE III

PURPOSE: The general purposes for which the Corporation is organized are:

1. To engage in the business of providing social, educational and recreational services and programs to members of the Historic Seminole Club, and to promote the continued economic development of the downtown Jacksonville business district;
2. To engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business;
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing business activities.
4. To act in accordance to the standards governing tax exempt corporations under Section 501 ( c ) of the Internal Revenue Service Code.

### ARTICLE IV

REGISTERED AGENT AND OFFICE: The name of the initial registered agent of the Corporation is Brian Smith. The address of the initial registered office of this corporation and of the initial registered agent is 400 North Hogan Street, Jacksonville, Florida 32202.

## **ARTICLE V**

### **BOARD OF DIRECTORS:**

**Section 5.1 - INITIAL BOARD MEMBERS:** The initial Board of Directors shall consist of three (3) directors. The persons who are to serve as directors until the first annual meeting of the Board or until their successors are elected and qualified are:

1. Douglas Milne  
4595 Lexington Avenue  
Jacksonville, Florida 32210
2. James F. Bailey, Jr.  
10 Newnan St.  
Jacksonville, Florida 32202
3. Donald Pitman  
5400 Longleaf St.  
Jacksonville, Florida 32209

**Section 5.2 - ELECTION:** Directors shall be elected in the manner set forth in the Bylaws of the Corporation, elected by members of The Historic Seminole Club or appointed by the Executive Committee of the Board.

**Section 5.3 - NUMBER:** This Corporation shall have no more than fifteen (15) directors. The number of Directors may be increased from time to time, as provided in the Bylaws of the Corporation; however, the Corporation shall at all times have no less than three (3) Directors.

**Section 5.4 - 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 VI

**LIMITATIONS:** 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 Article 3 of these Articles. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

## ARTICLE VII

**DISSOLUTION:** Upon the dissolution of the Corporation, assets shall be distributed to one or more exempt purposes within the section 501(c) of the Internal Revenue Code, 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 a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the country 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.

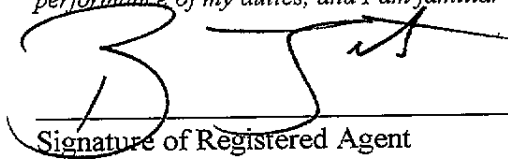
## ARTICLE VIII

**INCORPORATOR:** The name and address of the incorporator is Brian Smith, 400 North Hogan Street, Jacksonville, Florida 32202.

  
\_\_\_\_\_  
Signature of Incorporator

08/25/00  
\_\_\_\_\_  
Date

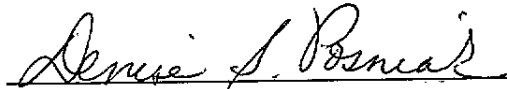
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating 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 of Registered Agent

08/25/00  
\_\_\_\_\_  
Date

BEFORE ME, the undersigned authority, on this 25<sup>th</sup> day of August 2000.  
Personally appeared the aforementioned persons, well known to me to be the persons described in and who signed the Foregoing, and acknowledged to me that they have executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires: \_\_\_\_\_



DENISE S. POSNIAK  
Notary Public, State of Florida  
My Comm. Exp. July 21, 2002  
Comm. No. CC761297

FILED  
00 SEP -7 AM 11:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA