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CLIENT/MATTER NUMBER  
pending

September 11, 2000

**VIA HAND DELIVERY**

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

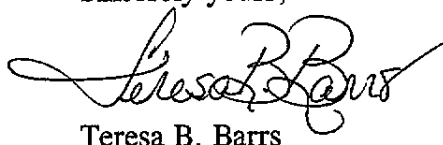
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-09/12/00--01001--021  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**Re: MetroSouth Community Development Association  
Articles of Incorporation**

Dear Sir or Madam:

Enclosed herewith please find the Articles of Incorporation for MetroSouth Community Development Association, Inc., along with a check payable to the Florida Secretary of State in the amount of \$78.75 to cover the filing fee, designation of registered agent and certified copy. Please contact me at 513-3381 when the documents are ready for pick up. Should you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely yours,

  
Teresa B. Barrs

Enclosures

T. SMITH (SEP 12 2000)

RECEIVED  
00 SEP 11 PM 4:20

**ARTICLES OF INCORPORATION**  
**OF**  
**METRO-SOUTH COMMUNITY DEVELOPMENT ASSOCIATION, INC.**  
**(A Nonprofit Corporation)**

FILED  
00 SEP 11 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation not-for-profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

Section 1.1 Name. The name of the Corporation is Metro-South Community Development Association, Inc.

Section 1.2 Address of Principal Office. The address of the principal office of the Corporation is 3563 Philips Highway, Jacksonville, FL 32207.

Section 1.3 Mailing Address. The mailing address of the Corporation 3563 Philips Highway, Jacksonville, FL 32207.

**ARTICLE II**

**PURPOSES**

Section 2.1 Purposes. The Corporation is organized exclusively for business community development and other civic improvement purposes, as an exempt organization under Section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Specifically, the Corporation is organized on a not-for-profit basis for the purpose of the improvement of that portion of Jacksonville, Florida, described as "Metro-South" in the Bylaws to this Corporation, and to undertake such activities as will further the general purposes described herein.

**ARTICLE III**

**BOARD OF DIRECTORS**

Section 3.1 Election. Directors shall be elected in the manner set forth in the Bylaws of the Corporation.

Section 3.2 Number. This Corporation shall have ten (10) Directors initially. The number of Directors may be increased or reduced from time to time, as provided in the Bylaws of the Corporation; however, the Corporation shall at all times have at least three (3) Directors.

Section 3.3 Executive Committee. The Board of Directors may, pursuant to a resolution adopted by a majority of all of the members of the Board, designate three (3) 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 IV

#### INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 4.1 Extent of Indemnity. The Corporation hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding as follows:

(a) Whether civil, criminal, administrative, or investigative, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in the best interest of the Corporation, and in criminal actions or proceedings, without reasonable grounds for belief that such action was unlawful; provided that the foregoing shall not apply with respect to any action or proceeding brought by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as a Director or officer of the Corporation or as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he or she served at the request of the Corporation. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the Corporation or that he or she had reasonable grounds for belief that such action was unlawful.

(b) By or in the right of the Corporation to procure a judgment in its favor by reason of his or her being or having been a Director or officer of the Corporation, or by reason of his or her being or having been a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he or she served at the request of the Corporation, against the reasonable expenses including attorneys' fees, actually and necessarily incurred by him or her in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interest of the Corporation. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his or her duty to the

Corporation, unless, and only to the extent that, the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

Section 4.2 Amount of Indemnity. The Board of Directors shall determine whether amounts for which a Director or officer seek indemnification were properly incurred and whether such Director or officer acted in good faith in a manner he or she reasonably believed to be in the best interest of the Corporation, and whether, with respect to any criminal action or proceeding, he or she had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

Section 4.3 Other Indemnity. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify any party under applicable law.

## ARTICLE V

### LIMITATIONS

Section 5.1 Limitations on Actions. 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 Section 2.1 of these Articles. 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 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)(6) 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 VI

### DISSOLUTION

Section 6.1 Dissolution. Upon the dissolution of the Corporation, assets shall be distributed to one or more exempt purposes within the meaning of Section 501(c)(6) 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 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 VII

### INITIAL REGISTERED OFFICE AND AGENT

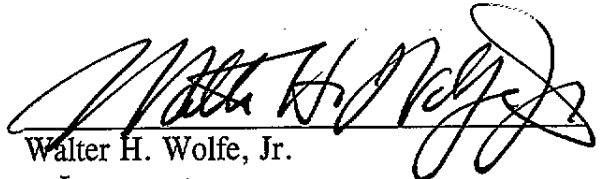
Section 7.1 Name and Address. The street address of the initial registered office of this Corporation is 200 Laura Street, Jacksonville, Florida 32202, and the name of the initial registered agent of this Corporation at that address is F & L Corp.

## ARTICLE VIII

### INCORPORATOR

Section 8.1 Name and Address. The name and street address of the incorporator of the Corporation are as follows: Walter H. Wolfe, Jr., 300 East Park Avenue, Tallahassee, FL 32301.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation for the purposes therein set forth, all as of the 8<sup>th</sup> day of September, 2000.

  
Walter H. Wolfe, Jr.  
as Incorporator

### ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for MetroSouth Community Development Association, Inc., at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.

F & L Corp.

By: 

Thomas J. Maida  
as Registered Agent

Date: September 11, 2000

00 SEP 11 2000  
TAMM