

701000008545

TRANSMITTAL LETTER

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

**SUBJECT:** The Children's Foundation of the Exchange Club of the Jacksonville Beaches, Inc  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

400004705904--9  
-12/05/01--01038--025  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

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: Thomas A. Boyd, Jr.  
Name (Printed or typed)

501 West Bay Street, Suite 100  
Address

Jacksonville, Florida 32202  
City, State & Zip

904-355-6000  
Daytime Telephone number

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01 DEC -5 PM 1:51  
FILED

T. SMITH DEC 06 2001

**ARTICLES OF INCORPORATION  
OF  
THE CHILDREN'S FOUNDATION OF THE EXCHANGE CLUB OF THE  
JACKSONVILLE BEACHES, INC.**

The undersigned, desiring to form a corporation not-for-profit under Chapter 689, Florida Statutes, hereby adopts the following Articles of Incorporation:

**FILED**  
**01 DEC -5 PM 1:51**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE I: NAME**

The name of this corporation shall be The Childrens Foundation of the Exchange Club of the Jacksonville Beaches, Inc.

**ARTICLE II: PRINCIPAL OFFICE OR MAILING ADDRESS**

The principal office of the corporation shall be located at, and its mailing address is, 427 Third Street North, Jacksonville Beach, Florida 32250.

**ARTICLE III: PURPOSES**

This corporation is organized and shall be operated exclusively as a corporation not-for-profit for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Internal Revenue Law (the "Code").

**ARTICLE IV: DURATION**

This corporation shall exist perpetually. Corporate existence shall begin on the date these Articles are filed and approved by the Department of State of the State of Florida.

**ARTICLE V: MEMBERS**

The classes, rights and qualifications for members of the corporation and the manner in which members of the corporation shall be admitted shall be provided in the Bylaws.

## ARTICLE VI: BOARD OF DIRECTORS

(a) All corporate powers shall be exercised by or under the authority of, and the affairs of this corporation shall be managed under the direction of, the Board of Directors, except as otherwise provided by law or in these Articles or the Bylaws of the corporation. The number and the terms of office and qualifications for directors of the corporation and the manner in which directors of the corporation shall be elected shall be provided in the Bylaws.

(b) The number of directors constituting the initial Board of Directors of the corporation is eleven (11). 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 (3).

(c) Each member of the Board of Directors shall serve a term of one (1) year or such other length of term as may be provided in the Bylaws.

(d) The name and addresses of the initial members of the Board of Directors who shall serve until their successors are duly elected are:

<u>Name</u>	<u>Address</u>
Russ Lickfeld	3507 S. 1 <sup>st</sup> Street Jacksonville Beach, Florida 32250
Tricia Kelley	2419 Brittany Court Ponte Vedra Beach, Florida 32082
Mae Liberty	2151 Gail Avenue Jacksonville Beach, Florida 32250
Jim Hanson	2239 Barefoot Trail Atlantic Beach, FL 32233
David Hess, Jr.	3295 Old Barn Road E. Ponte Vedra Beach, FL 32082
Vince Roser	2253 Beachcomer Trail Atlantic Beach, Florida 32233
Leigh Broward	1299 Forest Oaks Neptune Beach, Florida 32266

Joe Mitrick 1350 13th Avenue South  
Jacksonville Beach, Florida 32250

Chris Bryan 4090 Hodges Blvd., #1807  
Jacksonville, FL 32224

Bernie Carter 2760 Chelton Road  
Jacksonville, FL 32216

Richard DeVane 1546 Nottingham Knoll Drive  
Jacksonville, FL 32225

Margaret Gormly 2243 beachcomber Trail  
Atlantic Beach, FL 32233

Tim Jenkins 309 Ponte Vedra Blvd  
Ponte Vedra Beach, FL 32082

Barbara Price 1875 Hickory Lane  
Atlantic Beach, FL 32233

#### **ARTICLE VII: OFFICERS**

The required officers and the qualifications and the manner in which the officers of the corporation shall be elected shall be provided in the Bylaws.

#### **ARTICLE VIII: POWERS**

The corporation shall hold and exercise all of the rights, privileges and powers authorized for a not-for-profit corporation under the laws of the State of Florida. The corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by Section 617.0302, Florida Statutes, including all those things necessary or expedient in the prosecution of all the corporation's purposes, which are necessary and desirable to carry out the purposes and responsibilities of the corporation.

Notwithstanding the generality of the foregoing, the powers of the corporation shall be subject to the following limitations and restrictions:

(a) No part of the income, profit or assets of the corporation shall inure to the benefit of, or be distributable to, any member, officer, director or other private persons of the corporation; provided however, upon dissolution of the corporation, the assets shall be distributable as set forth in Article XII below:

(b) 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 III of these Articles: and

(c) Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by any organization exempt from federal income taxation under Section 501(c)(3) of the Code.

#### **ARTICLE IX: REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 427 Third Street North, Jacksonville Beach, Florida 32250, and the name of the registered agent of this corporation at that address is William G. Hillegass.

#### **ARTICLE X: BYLAWS**

(a) The Board of Directors, by majority vote of all members of the Board of Directors, may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as they may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Board of Directors; provided, however, that such Bylaws shall not conflict with any of the provisions of the law or these Articles of Incorporation.

(b) Upon proper notice, the Bylaws may be amended, altered, changed or repealed by the majority vote of all members of the Board of Directors.

#### **ARTICLE XI: AMENDMENTS**

Upon proper notice, these Articles of Incorporation may be amended, altered, changed or repealed by majority vote of all members of the Board of Directors and all power and authority conferred hereby upon officers and the Board of Directors of the corporation are granted subject to the further amendment of these Articles of Incorporation.

#### **ARTICLE XII: CORPORATE LIQUIDATION AND DISSOLUTION**

Upon the dissolution of the corporation, the Board of Directors shall distribute the assets of the corporation in accordance with applicable law, and to the extent not inconsistent therewith shall, after paying or making adequate provision for the payment of liabilities and obligations of the corporation, and after the return, transfer or conveyance of assets which are held by the corporation

under a condition requiring their return, transfer or conveyance by reason of dissolution, shall distribute all of the assets of the corporation in a manner consistent with the purposes of the corporation to an entity or entities selected by the corporation's Board of Directors which is/are exempt from tax as a charitable or educational organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any successor United States Internal Revenue law) and no portion of said assets and property shall inure to the benefit of any member of the corporation or any enterprise organized for profit.

### **ARTICLE XIII: INDEMNIFICATION**

The corporation may indemnify officers, directors, employees and agents to the full extent permitted by the Florida Not-For-Profit Corporation Act.

### **ARTICLE XIV: LIMITATIONS ON CORPORATE POWER**

Should the corporation at any time be considered a "Private Foundation" under Section 509(a) of the Code, the following limitations will apply:

(a) The corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws;

(b) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any later federal tax laws;

(c) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax laws;

(d) The corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or corresponding provisions of any later federal tax laws; and

(e) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any later federal tax laws.

IN WITNESS WHEREOF, I, the undersigned subscriber, have made, signed and hereby acknowledge these Articles of Incorporation this 9<sup>th</sup> day of NOVEMBER, 2001, for the purpose of incorporating as a corporation not-for-profit under the laws of the State of Florida.

William J. Hilligan

STATE OF FLORIDA

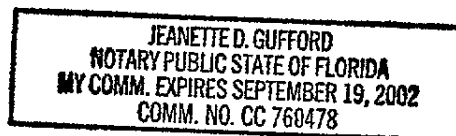
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of November, 2000, by William J. Hilligan, who is personally known to me or who has produced a driver's license as identification and who did/did not take an oath.

Jeanette D. Gufford

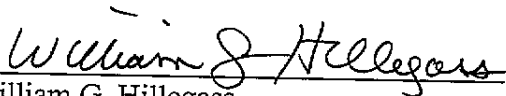
Name: \_\_\_\_\_

NOTARY PUBLIC, State of Florida  
Commission Number: \_\_\_\_\_



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for The Children's Foundation of the Exchange Club of the Jacksonville Beaches, Inc., 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, and I accept the duties and obligations of Section 607.0505 Florida Statutes.

  
\_\_\_\_\_  
William G. Hillegass  
Registered Agent

FILED  
01 DEC -5 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA