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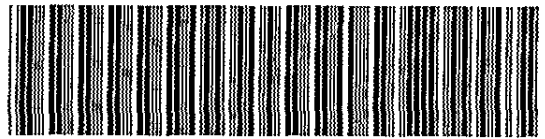
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MARKS GRAY

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
EST. 1899

JAMES C. RINAMAN, JR.
H. FRANKLIN PERRITT, JR.
VICTOR M. HALBACH, JR.
GERALD W. WEEDON
NICHOLAS V. PULIGNANO, JR.
WILLIAM M. CORLEY
JEPHTHA F. BARBOUR
SUSAN S. ERDELYI
ROBERT E. BROACH
STEPHEN B. GALLAGHER
L. JOHNSON SARBER, III
ALLISON H. HAUSER

1200 RIVERPLACE BOULEVARD
SUITE 800
JACKSONVILLE, FLORIDA 32207
POST OFFICE BOX 447
JACKSONVILLE, FLORIDA 32201

TELEPHONE (904) 398-0900
TELECOPIER (904) 399-8440
EMAIL: DPEARCE@MARKSGRAY.COM

SONYA H. HOENER
EDWARD L. BIRK
KIM L. MCCALL
SUSAN KENNEDY CURTIS
WENDY J. COLEMAN
MARTHA D. BOLTON
GISELLE CARSON
KIRSTEN L. GRAUER

RICHARD P. MARKS (1876-1942)
SAM R. MARKS (1885-1978)
HARRY T. GRAY (1890-1975)
FRANCIS P. CONROY II (1912-1991)
DELBRIIDGE L. GIBBS (1917-1992)

November 26, 2002

Via Federal Express

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

Re: Duval County Teen Court, Inc.
Our file #16455

Dear Sir or Madam:

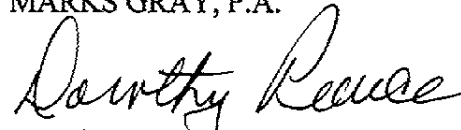
Enclosed please find the original and one copy of Amended and Restated Articles of Incorporation for Duval County Teen Court, Inc., a Florida not-for-profit corporation, with a Certificate of Adoption attached.

Please file the articles and return a file-stamped copy to me. Our client's check in the amount of \$35.00 is enclosed.

Thank you for your assistance.

Sincerely,

MARKS GRAY, P.A.



Dorothy E. Pearce
Paralegal

dep
Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DUVAL COUNTY TEEN COURT, INC.**

FILED
02 NOV 27 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Amended and Restated Articles of Incorporation were adopted unanimously on November 22nd, 2002, by the Board of Directors of this Corporation, pursuant to Sections 617.1001, 617.1002, 617.1006 and 617.1007, Florida Statutes (2000). Pursuant to Article XIII of the Articles of Incorporation, a simple majority vote of all voting members of the Corporation is required to approve amendments to the Articles of Incorporation. Pursuant to the bylaws of the Corporation, members of the Board of Directors shall have all rights vested in members under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes.

ARTICLE I

NAME

The name of this Corporation is the **DUVAL COUNTY TEEN COURT, INC.**
(the "Corporation")

ARTICLE II

PRINCIPAL ADDRESS

The Corporation's principal address is City Hall Annex, 220 E. Bay Street, Suite 703, Jacksonville, FL 32202.

ARTICLE III

PURPOSES

The Corporation is organized and is to be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code"), including, but not limited to, educational and charitable works to provide juvenile law violators, from the ages of 8 thru 17 years of age, with an alternative to the traditional juvenile justice system in the form of a Teen Court, and to do all acts and carry on and conduct all activities necessary, suitable, convenient, useful, proper and expedient in connection with and incidental to the accomplishment of any purposes set forth herein or hereafter adopted by the Board of Directors to the fullest extent permitted by the laws of the State of Florida for not-for-profit corporations, subject to the restrictions set forth herein.

ARTICLE IV

QUALIFICATION OF MEMBERS AND MANNER OF THEIR ADMISSION

The Corporation shall not have members. All rights granted to members under Florida law shall be vested in the members of the Board of Directors.

ARTICLE V

SUBSCRIBERS

The name and address of the subscriber to these Amended and Restated Articles of Incorporation, pursuant to the direction and authorization of at least two-thirds of the Board of Directors, is:

Daniel K. Bean
9133 Agincourt Lane
Jacksonville, FL 32257

ARTICLE VI

OFFICERS

The officers who are to manage this Corporation shall be a Chairman, Vice Chairman, Executive Director, Secretary, Treasurer, and such other officers as may be provided in the bylaws. The officers shall be elected, appointed or removed as provided in the bylaws.

ARTICLE VII

BOARD OF DIRECTORS

The number of directors of the Corporation shall be determined in accordance with the bylaws but shall never be less than three nor more than thirteen. The directors shall be elected or removed by the directors at the time and in the manner and for the term as provided in the bylaws.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The names and addresses of the directors of the Corporation, and the offices they shall hold, if any, are:

W. Gregg McCaulie
C/o Duval County Courthouse
330 E. Bay Street, Suite 227
Jacksonville, FL 32202

Chairman/Director

Gary P. Flower
c/o Duval County Courthouse
330 E. Bay Street, Suite 316
Jacksonville, FL 32202

Vice Chairman/Director

Daniel K. Bean
9133 Agincourt Lane
Jacksonville, FL 32257

Secretary-Treasurer/Director

Ann R. Shorstein
c/o Florida Coastal School of Law
7555 Beach Blvd.
Jacksonville, FL 32216

Director

Elaine Brown
City Hall, Suite 425
117 W. Duval Street
Jacksonville, FL 32202

Director

Lt. Bobby Deal
501 E. Bay Street
Community Affairs Division
Jacksonville, FL 32202

Director

Edward L. Birk
1200 Riverplace Blvd.
Suite 800
Jacksonville, FL 32207

Director

Joseph V. Camerlengo
4741 Atlantic Blvd, Suite E-2
Jacksonville, FL 32207

Director

Edger Mathis
c/o Department of Juvenile Justice
3101 University Blvd. S.
Suite 202
Jacksonville, FL 32216

Director

Martin Edwards
9034 Bay Cove Lane
Jacksonville, FL 32257

Director

Sonya H. Hoener
1200 Riverplace Blvd., Suite 800
Jacksonville, FL 32207

Director

ARTICLE IX

BYLAWS

The bylaws of this Corporation have been adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the bylaws.

ARTICLE X

AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation may be proposed and adopted by the Board of Directors at any regular meeting or at any special meeting called for the purpose of making or adopting amendments to these Articles of Incorporation. In order to become and be an amendment to these Articles of Incorporation, such amendment must be approved by the affirmative vote of at least two-thirds of all the members of the Board of Directors present and voting at such meeting.

ARTICLE XI

MEETINGS

The annual meeting for the election of members of the Board of Directors shall be held as provided in the bylaws. The Corporation may provide in its bylaws for the holding of additional regular and any special meetings, and shall provide for the notice for all such meetings.

ARTICLE XII

REGISTERED AGENT

The street address of the initial registered office of this Corporation shall be at 9133 Agincourt Lane, Jacksonville, Duval County, Florida, 32257, and the name of the registered agent at that address shall be Daniel K. Bean.

ARTICLE XIII

ASSETS UPON DISSOLUTION

Upon the winding up and dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for educational and charitable purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

ARTICLE XIV

RESTRICTIONS

Notwithstanding any other provisions of these Articles, (1) the purposes for which this Corporation is organized and shall be operated shall be those specified in Section 501(c)(3) of the Code, and (2) this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE XV

TAX EXEMPT STATUS

(1) Prohibition on Private Inurement. No part of the net earnings or property of the Corporation shall inure to the benefit of, or to be distributed to, any member (other than a member which is exempt from Federal income tax under Section 501(c)(3) of the Code), director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in Article III hereof.

(2) Prohibition on Lobbying/Intervention in Political Campaigns. No substantial part of the activities of the Corporation shall be 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.

(3) Public Charity Status. It is intended that the Corporation will continue to qualify as a public charity under Section 501(c)(3) of the Code; however, the following provisions shall be applicable if it is determined that the Corporation is to be treated by the Internal Revenue Service as a "private foundation," for such period as the Corporation shall be classified as a private foundation. Notwithstanding anything herein to the contrary, in the event the Corporation is treated as a private foundation, the Corporation shall not take any action or omit to take any action or make any payment which would result in an avoidable tax liability under Sections 4940 through 4945 of the Code, or which could result in the termination of the Corporation's status as a private foundation under Section 507 of the Code (except actions designed to cause the Corporation to be classified as a public charity).

(4) Other Non-Permitted Activities. Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding section of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XVI

INDEMNIFICATION

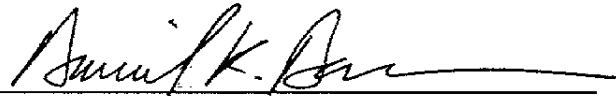
The Corporation shall indemnify any officer, director, or employee, or any former officer, director or former employee, to the fullest extent permitted by law.

ARTICLE XVII

EFFECTIVE DATE

These Amended and Restated Articles of Incorporation shall be effective upon filing.

Dated November 22nd, 2002.



Daniel K. Bean, Secretary/Treasurer