

CSC

ACCOUNT NO. : 072100000032

REFERENCE : 597150 91324A

AUTHORIZATION :

Patricia Pizub

COST LIMIT : \$ 78.75

ORDER DATE : May 24, 2002

ORDER TIME : 5:19 PM

ORDER NO. : 597150-005

CUSTOMER NO: 91324A

400005620604--4

CUSTOMER: Lorna D. Maltbey, Legal Asst
Robert D. Klausner, P.a.

10059 Northwest 1st Court

Plantation, FL 33324

DOMESTIC FILING

NAME: JACKSONVILLE POLICE AND FIRE
MEMORIAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Angie Glisar - EXT. 1124

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAY 28 AM 11:32
RECEIVED
02 MAY 28 AM 8:54
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JACKSONVILLE, FL 32209

1 MAY 28 2002

SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAY 28 AM 11:32

ARTICLES OF INCORPORATION

OF

JACKSONVILLE POLICE AND FIRE MEMORIAL, INC.

A Not-For-Profit Corporation

THE UNDERSIGNED INCORPORATOR, desiring to form a corporation hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation shall be, JACKSONVILLE POLICE AND FIRE MEMORIAL, INC., and the mailing address of this Corporation shall be 1 West Adams Street, Suite 100, Jacksonville, Florida 32202-3616.

ARTICLE II

STATEMENT OF CORPORATE NATURE

This is a not-for-profit corporation organized for general charitable purposes pursuant to the Florida Corporation Not-For-Profit Law set forth in Chapter 617 of the Florida Statutes. The primary purpose of this Corporation shall not be for the purposes of legislative lobbying or the influencing of legislation.

ARTICLE III

GENERAL AND SPECIFIC PURPOSES

The specific and primary purpose for which this Corporation is formed is to provide the creation and maintenance of a memorial honoring the service and sacrifice of the police officers and

firefighters of the City of Jacksonville, including the raising of capital necessary for the construction of the memorial and its preservation and to educate the public concerning the contributions of police officers and firefighters to the quality of life in the City of Jacksonville.

The general purpose for which this Corporation is formed is to operate exclusively for charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws which will qualify it as a tax exempt organization under that Code.

ARTICLE IV

TERM

This Corporation shall have perpetual existence.

ARTICLE V

MEMBERSHIP

The Corporation shall have a membership distinct from the Board of Directors. The members of this Corporation shall be all persons who support the memorial and its purposes. Any person qualifying under these requirements and agreeing to be bound by the Articles of Incorporation of this Corporation and by the Bylaws and by such rules and regulations as the directors from time to time may adopt, is eligible for membership in this Corporation by making application thereof to the Board of Directors.

ARTICLE VI

SUBSCRIBERS

The name and address of the initial subscriber of this Corporation is as follows:

John Keane
1 West Adams Street
Suite 100
Jacksonville, Florida 32202-3616

ARTICLE VII

LOCATION AND PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT

1. The County, in the State of Florida, with the principal office for the transaction of the business of this Corporation is to be located in County of Duval.

2. The name and address of the Corporation's registered agent is: Robert D. Klausner, 10059 NW 1st Court, Plantation, Florida 33324, telephone (954) 916-1202.

ARTICLE VIII

MANAGEMENT OF CORPORATE AFFAIRS

1. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of directors of the Corporation shall be not less than three (3); provided, however, that such number may be changed by a bylaw duly adopted by the members. The directors herein, as the first Board of Directors, shall hold office until the first meeting of the members of the Board of Directors to be

held at the principal office on May 28, 2002, at 5 oclock p.m., at Jacksonville, Duval County, Florida, at which time election will be held. The Board of Directors will consist of three (3) persons elected by the members, one of whom shall be Chairman of the Board and President of the Corporation. The membership shall also elect a Vice President, Secretary/Treasurer.

2. The names and address of the first members of the Board of Directors are as follows:

Richard Lundy
1 West Adams Street, Suite 100
Jacksonville, Florida 32202-3616

Bobby Deal
1 West Adams Street, Suite 100
Jacksonville, Florida 32202-3616

John Keane
1 West Adams Street, Suite 100
Jacksonville, Florida 32202-3616

3. The members shall elect the following officers: president, vice president, secretary/treasurer, together with such other officers as may be created by the Bylaws of the Corporation. Until the election of officers as provided under these Articles, the following persons shall serve as corporate officers:

President:	Richard Lundy
Vice President:	Bobby Deal
Secretary/ Treasurer:	John Keane

ARTICLE IX

SUBJECT TO THE LIMITATIONS CONTAINED IN THE BYLAWS AND ANY LIMITATIONS SET FORTH IN THE CORPORATION NOT-FOR-PROFIT LAW OF FLORIDA

Concerning corporate action, there must be authorized or approved by the members of the Corporation, the Bylaws of this Corporation may be made, altered, rescinded, added to, or new bylaws may be adopted by following procedures set forth in the Bylaws. The first set of bylaws of the Corporation is to be approved by resolution of the Board of Directors and the membership.

ARTICLE X

DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to charitable and educational activities and no part of the net income or assets of this Corporation shall inure to the benefit of any director or officer, or member thereof, or to the benefit of any private individual.

ARTICLE XI

DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this Corporation, its assets remaining after payment or provision for payment of all debts and liabilities to the Corporation, shall be distributed to a non-profit fund, foundation or corporation, which is organized and operated exclusively for educational or charitable purposes and

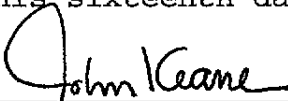
which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any federal tax laws.

ARTICLE XII

AMENDMENT OF ARTICLES

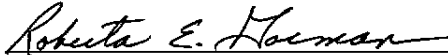
Amendments to these Articles of Incorporation may be proposed by resolution adopted by the Board of Directors and presented to a quorum of the members for their vote. Amendments may be adopted by vote of a majority of a quorum of the members present at a regular meeting or any special meeting of the Corporation called for this purpose.

THE UNDERSIGNED, being the incorporator of this Corporation and including all persons herein named as the subscribers of this Corporation for the purposes of forming this non-profit corporation, under the laws of Florida, have executed these Articles of Incorporation on this sixteenth day of May, 2002.

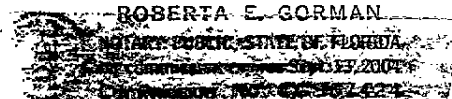

John Keane

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this twenty-first day of May, 2002, by John Keane, as Director/Incorporator of the Jacksonville Police and Fire Memorial, Inc., a Florida not-for-profit corporation, on behalf of the corporation. He is personally known to me or who has produced did not take an oath.



Name: Roberta E. Gorman
Notary Public



My Commission Expires: September 13, 2004

Commission No.: CC967424

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST - - That JACKSONVILLE POLICE AND FIRE MEMORIAL, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal mailing address at 1 West Adams Street, Suite 100, Jacksonville, State of Florida, 32202-3616, has named ROBERT D. KLAUSNER, located at 10059 N.W. 1st Court, City of Plantation, State of Florida, as its agent to accept service of process within the State of Florida.

SIGNATURE: _____

JOHN KEANE
Incorporator

DATE: _____

5-16-02

SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAY 28 AM 11:32

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, 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.

SIGNATURE: _____

ROBERT D. KLAUSNER
(Resident Agent)

DATE: _____

5/14/2002