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**FLORIDA NON-PROFIT CORPORATION**

**BETTER BAYMEADOWS, INC.**

Certificate of Status	0
Certified Copy	1
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02 JUN 25 AM 7:15  
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**ARTICLES OF INCORPORATION  
BETTER BAYMEADOWS, INC.**

NO. 6380 P. 2/4  
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**1. Name**

The name of the Corporation is Better Baymeadows, Inc.

**2. Purpose**

The Corporation is formed for educational and social welfare purposes, and is not organized for the private gain of any person, as those terms are defined in Section 501(c)(4) of the Internal Revenue Code, 1954, as amended. It is organized for the purpose of:

- (a) Providing a forum for private developers, employers, and commercial and residential property owners to address common transportation concerns and to work cooperatively with local government to mitigate traffic congestion through a transportation demand management program;
- (b) Reducing traffic congestion, air pollution and parking needs by organizing transportation programs including, but not limited to, transit, carpooling, vanpooling, bicycle/pedestrian programs, flexible work hour programs, parking management programs and other related transportation alternatives;
- (c) Promoting efficient transportation systems that will enhance the area's competitiveness and economic vitality and continue its image as an attractive place in which to live, work, and do business;
- (d) Administering contributions and grants to the Corporation from public and private sources and funds under contracts with public agencies and private organizations, in accordance with the terms and conditions of such contributions, grants and contracts and in keeping with the carrying out of the purposes of the Corporation as stated in this Certificate of Incorporation and the bylaws of the Corporation; and.
- (e) Exercising all rights and powers granted to non-profit corporations to fulfill its purposes, subject to such limitations as may be contained herein or in the bylaws of the Corporations.

**3. Duration**

The duration of the Corporation is perpetual.

**4. Class**

The Corporation is a non-stock corporation and shall have the classes of membership as set forth in the bylaws.

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**5. Tax Status**

It is intended that this Corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(c)(4) of the Internal Revenue Code of 1954, as amended.

**6. Limitations**

Notwithstanding any other provisions of this Certificate, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c)(4). The Corporation shall not make loans to its directors, officers, employees or members. No dividends or earnings shall ever be paid by the Corporation and no part of its net earnings shall be distributed to or incur to the benefit of its directors, officers, members or any private person, firm, corporation or association except in reasonable amounts for services rendered or reimbursement of reasonable expenses incurred in connection with the Corporation's affairs.

**7. Principal Office**

The location of the principal office is at 9080 Golfside Drive, Jacksonville, Florida 32256-7793.

**8. Directors**

The activities, property, and affairs of the Corporation shall be managed by a board of directors, the number of which are determined from time to time in accordance with the bylaws. The following persons whose names and addresses are listed below shall constitute the initial board of directors:

Daniel Becton, 9080 Golfside Drive, Jacksonville, Florida 32256-7793

John Frus, 7575 Baymeadows Way, Jacksonville, Florida 32256

R. Kevin Martin, 8787 Baypine Road, 4-1-C135, Jacksonville, Florida 32256

Jack Hale, 9239 Carnoustie Lane, Jacksonville, Florida 32256

Vickie Breedlove, 8537 Royal Lakes Drive, Jacksonville, Florida 32256

**9. Dissolution**

Upon the dissolution of this Corporation, the provisions of the (State) Non-Profit Corporation Act shall apply. The assets, if any, shall be distributed to such organization(s) formed and operated for similar purposes to which are determined to be exempt under the provisions of Section 501 (c)(4) of the Internal Revenue Code.

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**10. Initial Registered Office And Agent**

The street address of the initial registered office of this corporation is 9080 Golfside Drive, Jacksonville, Florida 32256-7793, and the name of the initial registered agent of this corporation at that address is Daniel A. Becton.

**11. Incorporator**

The name and street address of the incorporator(s) of the corporation are as follows:

Name	Street Address
Karen F. Webb	200 Laura Street, Jacksonville, Florida 32202

**12. Amendments**

These articles of incorporation may be amended, altered, or repealed by a two-thirds (2/3) vote of the directors at any meeting.

IN WITNESS WHEREOF, we have made, signed, and acknowledged this Certificate of Incorporation, this 13<sup>th</sup> day of June, 2002.

Karen F. Webb  
Karen F. Webb, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, 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.

Daniel A. Becton  
Daniel A. Becton

Date: 13-June, 2002

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