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HOLLAND & KNIGHT LLP

200 South Orange Avenue, Suite 2600

P.O. Box 1526 (ZIP 32802-1526)

Orlando, Florida 32801

(Address)

(City/State/Zip/Phone #)

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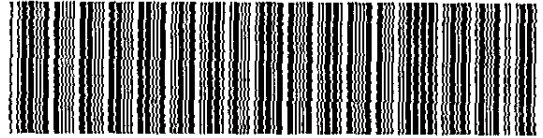
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

09-16-03

ARTICLES OF INCORPORATION  
OF  
ST. JOHNS RIVER ALLIANCE, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of becoming incorporated under Chapter 617 of the laws of the State of Florida, applicable to corporations not for profit, do hereby submit the following Articles of Incorporation :

ARTICLE I  
Corporate Name

The name of the corporation shall be the St. Johns River Alliance, Inc. and the principal office location and mailing address shall be 701 San Marco Boulevard, Suite 7W Jacksonville, Florida 32207.

ARTICLE II  
Corporate Purpose

This Corporation is organized exclusively for charitable, and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law. This Corporation is organized specifically for the purposes of public education and conservation to promote, preserve, protect, restore, and celebrate the St. Johns River as an American Heritage River in recognition of its ecological, historic, economic, recreational, and cultural significance, so that the public may gain a greater appreciation for its importance to the quality of life of current and future generations; and to engage in any lawful purposes not for pecuniary profit.

The corporation is constituted so as to attract support from contributions, directly or indirectly, from a representative number of persons in the area in which it operates and has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the Corporation is distributable to, or inures to the benefit of, its directors or officers; provided however, reasonable compensation as set by the Board of Directors may be paid for services rendered to or for the Corporation.

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 any political campaign on behalf of any candidate for public office. Notwithstanding any other provision 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) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

### ARTICLE III Corporate Powers

For such purposes, and operating without profit, and in the manner herein stated, the corporation shall have the power to:

- A. Engage in any and all activities which may be deemed necessary or appropriate for the proper and successful attainment of the objects and purposes for which this corporation was created.
- B. Solicit, accept, hold and administer contributions, grants, or otherwise received by deed, gift, will, ordinance, statute or otherwise, either in trust or otherwise; to own, hold, operate and administer or dispose as corporate assets consistent with the corporate purpose.

### ARTICLE IV Board of Directors

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed by, its Board of Directors. The Board of Directors shall consist of such number of persons as shall be fixed pursuant to the Bylaws from time to time, but shall not be less than the minimum number prescribed by applicable Florida law at the time the size of the Board is being fixed. The qualifications to serve as a director, the rights and powers of the directors, and the method of appointment or election of directors shall be as specified in the Bylaws. Until otherwise stated in the by-laws the Board of Directors shall consist of:

An individual appointed by the Mayor of Jacksonville

An individual appointed by the County Commission or Council of each of the following counties: Clay, St. Johns, Putnam, Lake, Flagler, Volusia, Brevard, Seminole, Orange, Osceola, and Indian River

An individual each appointed by the Northeast Florida Regional Planning Council and the East Central Florida Regional Planning Council

Nine citizens elected by the Board of Directors being equally divided between the upper, middle, and lower basins of the St. Johns River. The citizens shall be dedicated to support the mission of the organization and generally represent conservation, education, science and/or business interests relating to the St. Johns River.

The Corporation has three (3) directors initially, who shall serve until the organizational meeting of the Board of Directors or until their successors are elected and qualify. The names and addresses of the initial directors are:

1. John Delaney, 117 W. Duval Street Jacksonville, FL 32202
2. Pat Northey, 123 W. Indiana Ave. DeLand, FL 32720
3. Nancy Harris, 514 St. Johns Ave. Palatka, FL 32177.

## ARTICLE V

### Duration

The term for which this Corporation shall exist shall be perpetual. In the event of the dissolution of this Corporation, any assets of said corporation then remaining shall be distributed to Preservation Project Jacksonville, Inc., or such organizations as shall qualify under Section 501 (c) ( 3) of the Internal Revenue Code of 1986 as amended.

## ARTICLE VI

### Members

Unless otherwise provided in the by-laws, there shall be no members of the corporation.

## ARTICLE VII

### INDEMNIFICATION

(a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

**ARTICLE VIII**  
**Amendments and By-Laws**

These Articles of Incorporation may be amended by the directors of the Corporation at a regular meeting or a special meeting of the directors called for that purpose by a two-thirds vote of those present. The By-Laws of this Corporation shall be made, altered and rescinded by a majority vote of the Directors present and voting at any regular meeting of the Directors or at a special meeting called for that purpose.

**ARTICLE IX**  
**Registered Office**

The street address of the initial registered office of this Corporation is 200 South Orange Ave Suite 2600 Orlando, Florida 32810 and the name of the initial registered agent is Clay Henderson.

**ARTICLE X**  
**Incorporator**

The name and address of the incorporator is John Delaney 117 W. Duval Street Jacksonville, FL 32202.

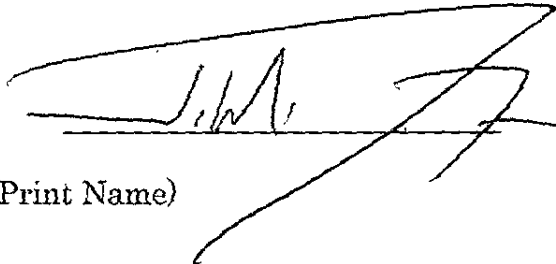
IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hand and seal this 23rd day of June 2003.

Signed, Sealed and Delivered

In the Presence of:

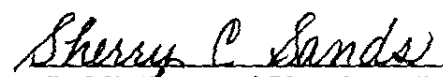


VALERIE REYNOLDS (Type or Print Name)



STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing Instrument was acknowledged before me this 23rd day of June, 2003, by John Delaney who is personally known to me ☒ or who has produced \_\_\_\_\_ as identification.

  
Notary Public/State of Florida at Large

My Commission Expires: 12/06  
# CC 778085

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENCY UPON WHOM  
PROCESS MAY BE SERVED.

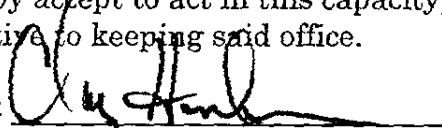
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Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance  
with said Act:

That St. Johns River Alliance, Inc. desiring to organize under the laws of the State of  
Florida, with its principal office at the City of Jacksonville, County of Duval, State of  
Florida as set forth in the Articles of Incorporation, has named Clay Henderson, located  
at 200 South Orange Avenue Suite 2600 Orlando, Florida 32810 as its Registered Agent  
to accept service of process on the corporation's behalf within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at  
place designated in this certificate, I hereby accept to act in this capacity, and agree to  
comply with the provision of said Act relative to keeping said office.

By:   
Designated Agent

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