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LAW OFFICES  
**BRUCE R. ANDERSON, JR., P.A.**

*Trial Practice - Personal Injury and Wrongful Death,  
Criminal Defense and Family Law*

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DEPT. OF STATE  
TALLAHASSEE FLORIDA

January 29, 2004

Florida Department of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

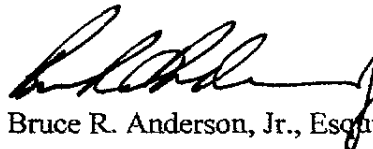
Subject: Duval Regional Juvenile Detention Center Advisory Board, Inc.

To Whom It May Concern:

Please find enclosed an original and two (2) copies of the Articles of Incorporation for Duval Regional Juvenile Detention Center Advisory Board, Inc.. Also enclosed is my law firm's check in the amount of \$78.75 representing the filing fees for the Articles of Incorporation, Registered Agent Designation and Certified Copy. Please return all correspondence concerning this matter to my office.

If you have any questions or need any further information, please call me at your earliest convenience. Thank you for every assistance in this matter, I am,

Sincerely yours,



Bruce R. Anderson, Jr., Esquire

BRA/hk

**ARTICLES OF INCORPORATION OF  
DUVAL REGIONAL JUVENILE DETENTION CENTER ADVISORY BOARD, INC.**

The undersigned for the purpose of forming a nonprofit corporation under the Florida Not for Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following articles of incorporation:

**ARTICLE I**

**Corporate Name**

The name of the corporation is **Duval Regional Juvenile Detention Center Advisory Board, Inc.**, hereinafter referred to below as the "corporation."

**ARTICLE II**

**Corporation Not For Profit**

The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary gain or profit. Other than the payment of reasonable compensation and to make payments and distributions in furtherance of the purposes set forth in Article VI (Purposes) of these Articles, no part of the income in or assets of the corporation is distributable to or for the benefit of its directors, officers or members, except to the extent permissible under these articles, under law and under 26 USCA §501 (c)(3) (referred to below as "code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 USCA §501 (c)(3).

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### **ARTICLE III**

#### **Address**

The initial mailing address of the corporation shall be 1241 East 8<sup>th</sup> Street, Jacksonville, Florida 32206, or at any other address as may be subsequently designated and authorized by the board of directors of the corporation. The principal office of the corporation shall be located at 1241 East 8<sup>th</sup> Street, Jacksonville, Florida 32206, or at any other place as may be subsequently designated and authorized by the board of directors of the corporation.

### **ARTICLE IV**

#### **Registered Agent**

The name and address of the initial registered agent is **Delbert Bussard**, whose address is 12992 Chets Creek Drive North, Jacksonville, Florida, 32224, who is appointed the initial registered agent of the corporation and who is authorized to accept service of process within this State.

### **ARTICLE V**

#### **Duration**

The duration (term) of the corporation is perpetual.

### **ARTICLE VI**

#### **Purposes**

The corporation is organized, and shall be operated exclusively for as a qualified organization for purposes as described in 26 USCA §501 (c)(3), or corresponding provisions of any subsequent federal tax laws ("code"), including, but not limited to, the following particular purposes:

A. To represent the Florida Department of Juvenile Justice Region 2, which consists of Duval, Nassau and Clay counties.

B. To serve as a support organization for the State of Florida, Duval Regional Juvenile Detention Center.

C. To enhance the effectiveness of the State of Florida, Duval Regional Juvenile Detention Center in serving the needs of children and the community.

D. To advise and consult with the Superintendent of the State of Florida, Duval Regional Juvenile Detention Center concerning community needs and the effectiveness of its programs and policies.

E. To solicit, collect, receive, and otherwise raise gifts and financial and other types of contributions and raise funds through sponsorships, fund-raising events, government grants and corporate and individual gifts and donations, and dispose of the same and in general to do all things that may appear necessary and useful in accomplishing the purposes set out here. All of the assets, funds and earnings of the corporation shall be used exclusively for the purposes set out here, including the payment of incidental expenses; and no part of the earnings shall inure to the benefit of any private shareholder or individual.

F. The above purposes shall be construed as both objects and powers, and the enumeration of specific purposes shall not be held to limit or restrict in any manner the powers of this corporation.

G. This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise ) in any political campaign on behalf of, or in opposition to, any candidate for public office.

## **ARTICLE VII**

### **Powers**

Solely for the above purposes, the powers of the corporation shall be as enumerated in the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, and shall include, but not be limited to, the following:

A. To represent the Florida Department of Juvenile Justice Region 2, which consists of Duval, Nassau and Clay counties.

B. To serve as a support organization for the State of Florida, Duval Regional Juvenile Detention Center.

C. To enhance the effectiveness of the State of Florida, Duval Regional Juvenile Detention Center in serving the needs of children and the community.

D. To advise and consult with the Superintendent of the State of Florida, Duval Regional Juvenile Detention Center concerning community needs and the effectiveness of its programs and policies.

E. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including, but not limited to, those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

F. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which non-profit corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to the Florida Not For Profit Corporation Act.

G. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

### **ARTICLE VIII**

#### **Tax Exempt Status**

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 USCA §501(a) as an organization described in 26 USCA §501(c)(3) and as defined in 26 USCA §509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly.

### **ARTICLE IX**

#### **No Membership**

The corporation shall not have members and shall not issue membership certificates. The corporations shall not issue shares of stock.

### **ARTICLE X**

#### **Board of Directors**

There shall be a board of directors consisting of at least three individuals. Except for any limitation imposed by these articles or the bylaws, the board of directors shall have the exclusive power and authority to manage and control the affairs of the corporation, subject to the charitable purposes stated herein. The initial directors shall be elected by the incorporators. After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set

forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors. The names and addresses of the persons who are to serve as the initial directors are:

<b>Name</b>	<b>Address</b>
Pam Mullarky	1414 Pine Island Drive, Jacksonville, Florida 32224
Delbert Bussard	12992 Chets Creek Drive North, Jacksonville, Florida 32224
Louis Steward	1135 East 8 <sup>th</sup> Street, Jacksonville, Florida 32206
Ernest Washington	2636 Vernon Street, Jacksonville, Florida 32209
Rosemary Danforth	6728 Harlow Blvd., Jacksonville, Florida 32210
Karin Groff	1241 East 8 <sup>th</sup> Street, Jacksonville, Florida 32206
Annie Ezell	30 West 4 <sup>th</sup> Street, Jacksonville, Florida 32206
Stepheny Durham III	1241 East 8 <sup>th</sup> Street, Jacksonville, Florida 32206
Casilda I. Vargas	12311 Kensington Lakes Drive, #1106, Jacksonville, Florida 32246

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to act in this manner. This



statement shall be prima facie evidence of the directors's authority.

## **ARTICLE XI**

### **Officers**

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time and in such a manner as may be prescribed by the bylaws or by law.

## **ARTICLE XII**

### **Incorporators**

The name and address of each incorporator is as follows:

<b>Name</b>	<b>Address</b>
Pam Mullarky	1414 Pine Island Drive, Jacksonville, Florida 32224
Delbert Bussard	12992 Chets Creek Drive North, Jacksonville, Florida 32224
Louis Steward	1135 East 8 <sup>th</sup> Street, Jacksonville, Florida 32206
Ernest Washington	2636 Vernon Street, Jacksonville, Florida 32209
Rosemary Danforth	6728 Harlow Blvd., Jacksonville, Florida 32210
Karin Groff	1241 East 8 <sup>th</sup> Street, Jacksonville, Florida 32206
Annie Ezell	30 West 4 <sup>th</sup> Street, Jacksonville, Florida 32206
Stephany Durham III	1241 East 8 <sup>th</sup> Street, Jacksonville, Florida 32206
Casilda I. Vargas	12311 Kensington Lakes Drive, #1106, Jacksonville, Florida 32246

### **ARTICLE XIII**

#### **Bylaws**

The bylaws of the corporation are to be made and adopted by the board of directors and may be altered, amended or rescinded only by a two-thirds vote of the directors then in office at any meeting of the board of directors called for that purpose (not just those attending the meeting at which the action is taken). The bylaws of the corporation may not be written in such a way wherein any provision of 501(a) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws and any other federal law, as written or amended, would bring about the denial or loss of exemption under 501(a).

### **ARTICLE XIV**

#### **Amendment**

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them only by a two-thirds vote of the directors then in office at any meeting of the board of directors called for that purpose (not just those attending the meeting at which the action is taken).

### **ARTICLE XV**

#### **Indemnification and Civil Liability Immunity**

The corporation shall indemnify each director and each officer, including former directors and officers, of the corporation against all expenses and liabilities, including reasonable attorneys fees, reasonably incurred by or imposed on the person in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which her or she may become

involved by reason of his or her being or having been a director or officer of the corporation, or by reason of him or her having served the corporation at its request, whether or not he or she is a director or officer serving the corporation at the time the expenses or liabilities are incurred, except when the director or officer serving the corporation is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the board of directors approve the settlement and reimbursement as being in the best interest of the corporation. This right of indemnification shall be in addition to and not exclusive of all other rights to which the director or officer serving the corporation may be entitled. It is intended that the corporation be an organization for which the directors and officers serving the corporation are indemnified and immune from civil liability to the fullest extent allowed by law, including but not limited to, Chapter 617, Florida Statutes, and other similar laws.

## **ARTICLE XVI**

### **Commencement of Corporate Existence**

The date when the corporate existence shall commence is the time of the filing of the articles of incorporation by the Department of State.

## **ARTICLE XVII**

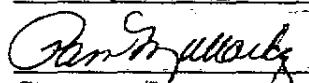
### **Dissolution**

On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for amateur sports purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in

the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 USCA §170(c)(1) or 26 USCA §170(c)(2)(B) and is described in 26 USCA §509(a)(1),(2) or (3).

In witness of the above, for the purposes of forming this corporation under the laws of the State of Florida, we, the undersigned incorporators, have signed these articles of incorporation on

Jan 22, 2004.

  
Signature/Incorporator

Pam Mullarky  
(Printed name of Incorporator)

  
Signature/Incorporator

Delbert Bussard  
(Printed name of Incorporator)

  
Signature/Incorporator

Casilda I. Vargas  
(Printed name of Incorporator)

  
Signature/Incorporator

Stepheny Durham III  
(Printed name of Incorporator)

  
Signature/Incorporator

Louis Stewart  
(Printed name of Incorporator)

  
Signature/Incorporator

Annie Ezell  
(Printed name of Incorporator)

  
Signature/Incorporator

Ernest Washington  
(Printed name of Incorporator)

  
Signature/Incorporator

Rosemary Danforth  
(Printed name of Incorporator)

x K. Groff  
Signature/Incorporator

\_\_\_\_\_  
Signature/Incorporator

Karin Groff  
(Printed name of Incorporator)

\_\_\_\_\_  
(Printed name of Incorporator)

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE  
BY REGISTERED AGENT**

Pursuant to the provisions of FS § 617.0501, the undersigned corporation organized under the Not For Profit Corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida.

1. Name of the corporation:  
**Duval Regional Juvenile Detention Center Advisory Board, Inc.**
2. Name and address of the registered agent and office:  
**Delbert Bussard**  
**12992 Chets Creek Drive North**  
**Jacksonville, Florida 32224**

I, the undersigned person, having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these articles of incorporation, accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: Jan 22, 2004

Delbert Bussard  
Delbert Bussard

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CLERK OF STATE  
TALLAHASSEE FLORIDA