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Division of Corporations

MCGUIRE WOODS LLP

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P. 01  
Page 1 of 1

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FLORIDA NON-PROFIT CORPORATION

CNB Florida Foundation, Inc.

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ARTICLES OF INCORPORATION  
OF  
CNB FLORIDA FOUNDATION, INC.,

A FLORIDA CORPORATION NOT FOR PROFIT

In order to form a corporation in accordance with the provisions of the laws of the State of Florida for the formation of corporations not for profit, Chapter 617, Florida Statutes, the undersigned incorporator designates the following Articles for the purposes and with the powers hereinafter mentioned.

ARTICLE I

CORPORATION NAME

The name of this corporation is CNB FLORIDA FOUNDATION, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 9715 Gate Parkway North, Jacksonville, FL 32246.

ARTICLE III

TERM OF EXISTENCE

The period of the duration of the existence of this corporation will be perpetual and shall commence at the time of filing of the Articles of Incorporation by the Department of State.

ARTICLE IV

PURPOSES

The specific purposes for which the corporation is organized are:

- A. This corporation is organized to engage in any or all lawful business purposes or enterprises not for pecuniary profit for which corporations may be

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organized under the Florida Not-For-Profit Corporation Act and which the Board of Directors may deem to be in the best interests of the corporation, and to do all other things deemed by the Board of Directors to be necessary or desirable in connection with any of the corporation's business.

13. This corporation is organized and operated for the purpose of providing charitable, educational and humanitarian services consistent with the requirements for qualification as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (or the corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE V

##### NONSTOCK CORPORATION

This corporation is organized on a nonstock basis without the issuance of shares of stock evidencing ownership.

#### ARTICLE VI

##### REGISTERED AGENT, REGISTERED OFFICE

The initial Registered Agent and the street address of the initial Registered Office of the corporation in the state of Florida shall be:

RAX CO.  
50 North Laura Street, Suite 3300  
Jacksonville, FL 32202

#### ARTICLE VII

##### DIRECTORS

The powers, business and affairs of the corporation shall be managed and directed by the Board of Directors in accordance with these Articles and the Bylaws. The number of directors

H04000124521

H04000124521

may be increased or decreased from time to time by amendment to the Bylaws but there shall at all times be at least three (3) directors. The method of electing the directors shall be as provided in the Bylaws. The names and addresses of the initial members of the Board of Directors are as follows:

G. Thomas Frankland  
CNB Florida Bancshares, Inc.  
9715 Gate Parkway North  
Jacksonville, FL 32246

Roy D. Jones  
CNB Florida Bancshares, Inc.  
9715 Gate Parkway North  
Jacksonville, FL 32246

Haleyon B. Skinner, Esquire  
McGuireWoods LLP  
50 North Laura Street, Suite 3300  
Jacksonville, FL 32202

K.C. Trowell  
CNB Florida Bancshares, Inc.  
9715 Gate Parkway North  
Jacksonville, FL 32246

#### ARTICLE VIII

#### INCORPORATOR

The name and street address of the incorporator of this corporation is as follows

RAX CO.  
50 North Laura Street, Suite 3300  
Jacksonville, FL 32202

#### ARTICLE IX

#### MEMBERSHIP

This corporation shall have no members.

H04000124521

H04000124521

**ARTICLE X****DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon the dissolution or final liquidation of the corporation, the Board of Directors shall distribute the assets of the corporation to any one or more exempt organizations for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, as amended, or corresponding section of any future federal tax code, such exempt organizations to be determined by the decision of at least two thirds (2/3) of the then incumbent members of the Board of Directors.

**ARTICLE XI****AMENDMENT**

These Articles may be amended in the manner provided by law; provided, however, any such amendment shall require the affirmative vote of at least two-thirds (2/3) of the then incumbent members of the Board of Directors.

**ARTICLE XII****INDEMNIFICATION OF DIRECTORS AND OFFICERS  
AND LIMITATION ON LIABILITY**

The corporation shall indemnify its directors, officers, agents, and representatives to the full extent permitted by applicable law. No director, officer, agent or representative of this corporation shall be liable to this corporation or any other person for monetary damages for breach of fiduciary duty as a director or officer, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Not For Profit Corporation Act as the same exists or may hereafter be amended. Any amendment, modification, or repeal of this Article XII shall not adversely affect any right or protection of a director, officer, agent or

H04000124521

H04000124521

representative of the corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification, or repeal.

### ARTICLE XIII

#### BYLAWS

The initial Bylaws of the corporation shall be adopted by its Board of Directors. The Board of Directors may adopt, change, amend or repeal the Bylaws upon the affirmative vote of at least two thirds (2/3) of the then incumbent members of the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation at Jacksonville, Duval County, Florida, for the uses and purposes aforesaid, this 11th day of June, 2004.

RAX CO., a Florida corporation,  
Incorporator

By: 

Halcyon E. Skinner, President

H04000124521

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF  
CNB FLORIDA FOUNDATION, INC.**

Pursuant to Sections 48.091 and 617.023, Florida Statutes, RAX CO., located at 50 North Laura Street, Suite 3300, Jacksonville, FL 32202, having been designated as the initial Registered Agent for the service of process within the state of Florida upon CNB FLORIDA FOUNDATION, INC., a not-for-profit corporation organized under the laws of the state of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of all statutes relating to the proper and complete performance of its duties as registered agent, acknowledging hereby that it is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate in Jacksonville, Duval County, Florida, on this 11th day of June, 2004.

RAX CO., a Florida corporation,  
Registered Agent

By: 

Halcyon E. Skinner, President

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