

5-101

**ARTICLES OF INCORPORATION  
OF  
FIRST COAST RESOURCE CONSERVATION & DEVELOPMENT COUNCIL, INC.  
a Florida not-for-profit corporation**

FILED  
2004 OCT 10 P 4:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE 1  
NAME**

The name of the corporation is: **FIRST COAST RESOURCE CONSERVATION & DEVELOPMENT COUNCIL, INC.** (the "Corporation").

**ARTICLE 2  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial street and mailing address of the Corporation is 50 North Laura Street, Suite 2500, Jacksonville, Florida 32202.

**ARTICLE 3  
DURATION**

The term of duration of the Corporation shall be perpetual.

**ARTICLE 4  
PURPOSES, LIMITATIONS AND DISSOLUTION**

**Section 4.1 Purposes.** The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Revenue Law (the "Code"), and not for pecuniary profit, and the primary purpose of the Corporation is to encourage and improve the capability of volunteer local elected and civic leaders in designated resource conservation and development areas in the counties of Baker, Duval and Nassau, Florida to plan and carry out projects for natural resource conservation and community development. The Corporation's objectives shall focus on quality of life issues through natural resources conservation and community development.

**Section 4.2 Limitations.** No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 3.1 of this Article. No substantial part of the activities of the Corporation shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by an organization exempt from federal income taxation under Section 501(c)(3) of the Code; or (b) by any organization contributions to which are deductible under Section 170(c)(2) of the Code.

**Section 4.3 Dissolution.** Upon the dissolution of the Corporation, the Board of Directors shall distribute the assets of the Corporation in accordance with applicable law, and to the extent not inconsistent therewith shall, after paying or making adequate provision for the payment of the liabilities and obligations of the Corporation, and after the return, transfer, or conveyance of assets which are held by the Corporation under a condition requiring their return, transfer or conveyance by reason of dissolution, shall distribute all of the assets of the Corporation exclusively for the purposes of the Corporation, to one or more organization(s) organized for charitable, educational or scientific purposes and having its or their principal place of business in Baker, Duval or Nassau County, Florida, as the Board of Directors shall determine; provided, however, that any organizations to which assets are distributed pursuant to this paragraph shall, at the time, qualify as an organization exempt from federal income taxation under Section 501(c)(3) of the Code.

## **ARTICLE 5**

### **POWERS**

Subject to the restrictions and limitations set forth in Article 4, the Corporation shall have any may exercise all powers, rights and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including but not limited to the power, right and authority to elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation; to make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income; to conduct its affairs, carry on its operations, and have offices and exercise its powers in any state, territory, district or possession of the United States or any foreign country; to purchase, take, receive, lease, take by gift, devise, or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated; or acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interest thereunder or therein; to sell, convey, mortgage, grant security interest in, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets; to purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests, in or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality, or of any instrumentality thereof; to lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loans or invested; to make donations for the public welfare or for charitable, scientific, educational or other similar purposes; and to exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized, including the power to make guaranties when deemed by the board of directors to be in furtherance of such purposes or purposes.

## **ARTICLE 6**

### **MEMBERSHIP**

**Section 6.1 Nonstock Basis.** The Corporation is organized upon a nonstock basis and shall not issue shares of stock. Membership may be evidenced by a certificate of membership.

**Section 6.2 Members.** The members of the Corporation shall be those persons who shall from time to time constitute the Board of Directors of the Corporation.

**Section 6.3 No Voting Rights.** Members of the Corporation, as such, shall have no voting rights.

## **ARTICLE 7 BOARD OF DIRECTORS**

**Section 7.1 Board of Directors.** All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors (the "Board, or the "Board of Directors", or "Director", as appropriate), except as otherwise provided by law or in these Articles or the Bylaws of the Corporation.

**Section 7.2 Number and Election.** The number of Directors constituting the initial Board of Directors is seven (7). The number of Directors may be expanded or reduced from time to time as provided in the bylaws, but shall never be less than three (3). The Directors, including any ex officio directors who may be provided for in the bylaws of the Corporation, shall be elected or appointed in such manner and to serve for such terms as shall be provided in the bylaws of the Corporation.

**Section 7.3 Directors.** The name and address of each person who is to serve as a Director until death, resignation or removal, or the election or appointment and qualification of the successor, is as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
G. Stephen Manning	12163 Twain Oaks Lane Jacksonville, FL 32223
Greg Youngblood	12609 Old St. Augustine Road Jacksonville, FL 32258
Michael H. Stokes	18500 Macclenny Road Jacksonville, FL 32234
Lovern Rivers	Post Office Box 537 Glen St. Mary, FL 32040
Daryl Register	Post Office Box 115 8824 Tom Adams Road Glen St. Mary, FL 32040

**ARTICLE 8**  
**INDEMNIFICATION**

Subject to the bylaws, the Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

**ARTICLE 9**  
**BYLAWS**

Bylaws, not inconsistent with law or these Articles, for the administration of the affairs of the Corporation and the exercise of its corporate powers, shall be adopted and may be changed, amended and repealed only by the approval of two-thirds (2/3) of the members of the Board of Directors of the Corporation.

**ARTICLE 10**  
**AMENDMENTS**

These Articles of Incorporation may be amended only by the approval of two-thirds (2/3) of the members of the Board of Directors of the Corporation.

**ARTICLE 11**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 50 North Laura Street, Suite 2500, Jacksonville, Duval County, Florida, and the name of its initial registered agent at such address is G. Stephen Manning.

**ARTICLE 12**  
**INCORPORATOR**

The name and street address of the incorporator of the Corporation is:

G. Stephen Manning

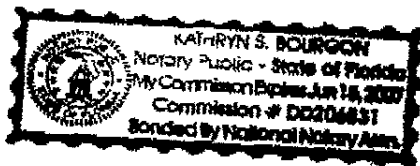
50 North Laura Street, Suite 2500  
Jacksonville, FL 32202

The Undersigned, being the incorporator hereinafter named for the purpose of forming a Corporation to do business both within and without the State of Florida, to make, subscribe, acknowledge, and file these Articles, hereby declares and certified that the facts herein stated are true and accordingly have hereunto set my hand and seal this 01<sup>st</sup> day of October, 2004.

  
G. STEPHEN MANNING, Incorporator

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of October, 2004 by G. STEPHEN MANNING, ESQUIRE, who ☒ is personally known to me, or who ☐ has produced \_\_\_\_\_, as identification.



Kathryn S. Bourgon  
Notary Public, State of Florida at Large  
Print Name: Kathryn S. Bourgon  
Commission No.: 00206831  
Commission Expires: 6-15-07

**CERTIFICATE NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That FIRST COAST RESOURCE CONSERVATION & DEVELOPMENT COUNCIL, INC., a not for profit corporation duly organized and existing under the laws of the State of Florida, with its registered office being at 50 N. Laura Street, Suite 2500, Jacksonville, Duval County, Florida, has named G. STEPHEN MANNING as its registered agent to accept service of process within this state.

10/6/04  
Date

G. Stephen Manning  
G. STEPHEN MANNING, Incorporator

**ACCEPTANCE**

Having been named to accept service of process from the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Florida Statutes relative to keeping open said office.

10/6/04  
Date

G. Stephen Manning  
G. STEPHEN MANNING, Incorporator

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