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OR 11/24

HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE, SUITE 2301
JACKSONVILLE, FLORIDA 32202-5059

H. LEON HOLBROOK
EDWARD C. AKEL
KATHLEEN HOLBROOK COLD
DANIEL D. AKEL
H. LEON HOLBROOK, III
JOHN R. STIEFEL, JR.
THOMAS R. RAY
JOHN M. BENTON

TELEPHONE
(904) 356-6311

FACSIMILE
(904) 356-7330

November 11, 2004

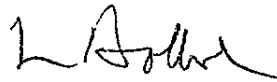
Secretary of State
Corporations Division
Post Office Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation of Issues Group for a Better Jacksonville, Inc.

Dear Sir or Madam:

Enclosed are the Articles of Incorporation of Issues Group For a Better Jacksonville, Inc., together with our check in the amount of \$78.75, covering the \$70.00 filing fee and \$8.75 cost for a certified copy. Please file this corporation and acknowledge receipt.

Sincerely yours,



H. Leon Holbrook

HLH/aml
Enclosure

c: Ted M. Hires, Sr. - with enclosure
Mike Tolbert - " "

ARTICLES OF INCORPORATION
OF
ISSUES GROUP FOR A BETTER JACKSONVILLE, INC.,
A NON PROFIT CORPORATION

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H. Leon Holbrook, incorporator, hereby forms a non profit corporation under the provisions of Chapter 617 of the Florida Statutes, as follows:

ARTICLE I

Name and Address

The name of this Corporation is: **Issues Group For a Better Jacksonville, Inc.** and its principal place of business shall be in the City of Jacksonville, Duval County, Florida, at Suite 2301, One Independent Drive, Jacksonville, Florida 32202.

ARTICLE II

Effective Date and Term

This Corporation shall be effective upon filing with the Florida Secretary of State and shall exist perpetually.

ARTICLE III

Purposes

The general nature of the business to be transacted by this corporation is as follows:

1. To promote and develop the common good and social welfare of residents in Jacksonville, Florida.
2. To provide for the public betterment and furnish public information for the residents of Jacksonville, Florida.
3. To influence legislation to obtain its primary objectives for the public benefit in Jacksonville, Florida.

-
4. For all other purposes permitted by law.

ARTICLE IV

Restrictions and Limitations

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, members of the board of directors, officers, or other private persons, except that the corporation is authorized and empowered to pay reasonable compensation for services rendered.

B. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code").

C. On dissolution of the corporation, its assets remaining after payment or provision for payment of all debts and liabilities of this corporation shall be distributed exclusively for purposes within the intendment of Section 501(c)(3) or (c)(4) of the Code.

ARTICLE V

Registered Agent

The address of the initial registered office is One Independent Drive, Suite 2301, Jacksonville, Florida 32202, and the name of the its initial registered agent at that address is H. Leon Holbrook, Esquire.

ARTICLE VI

Directors

A. The initial Board of Directors consists of three members and their names and addresses are:

Martha Schraud
11965 West Beaver Street
Jacksonville, FL 32220

Timothy Ellis
1163 Chandler Oaks
Jacksonville, FL 32221

Glen Black
7900-20 103rd Street, Suite 11
Jacksonville, FL 32210

B. The affairs, property and business of the Corporation shall be managed and controlled by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three Directors, and in the absence of such determination, the Board shall consist of three Directors.

ARTICLE VII

Officers

A. The affairs of the Corporation shall be administered by the officers designated in the Bylaws of the Corporation.

B. The officers of the Corporation shall be the President, Vice President, Secretary, Treasurer (which may be combined with another office as allowed by law) and such other officers as may be provided in the Bylaws of the Corporation.

ARTICLE VIII

Bylaws

The Board of Directors of this Corporation shall make, adopt, alter, amend and repeal such Bylaws of the Corporation for the conduct of the business of the Corporation and carrying out its purposes as such Directors may deem necessary from time to time. The

Bylaws may be altered, amended or repealed at any meeting of members of the Corporation in the manner provided in the Bylaws.

ARTICLE IX

Amendment

The Articles of Incorporation may be amended by a two-thirds vote of the membership of the Corporation at a regular meeting or at a duly called special meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendment to the membership of the Corporation.

ARTICLE X

Subscribers

The name and address of the subscriber to these Articles of Incorporation is: **H. Leon Holbrook, One Independent Drive, Jacksonville, FL 32202.**

ARTICLE XI

Defense and Indemnification of Officers and Directors

The Corporation shall defend, indemnify and hold harmless, every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Corporation except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of other rights to which he or she may be entitled.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11th day of November, 2004.



H. Leon Holbrook
Incorporator

STATE OF FLORIDA)
)
COUNTY OF DUVAL)

The foregoing instrument was signed, sealed and acknowledged before me this 11th day of November, 2004, by H. Leon Holbrook, as Incorporator of **Issues Group For a Better Jacksonville, Inc.**, a non-profit organization, who [] is personally known to me; or [] who has produced a Florida driver's license _____, as identification, and who did not take an oath.



Notary Public, State of Florida
Print Name: _____
My Commission Expires: _____
Commission Number: _____



GAIL POITEVINT
Notary Public, State of Florida
My comm. expires May 11, 2006
Comm. No. DD 110183

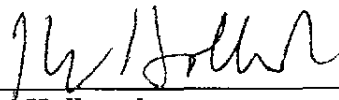
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That **Issues Group For a Better Jacksonville, Inc.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Jacksonville, County of Duval, State of Florida, has named H. Leon Holbrook, Esquire, located at One Independent Drive, Suite 2301, Jacksonville, Florida 32202 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at a 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 open said office.



H. Leon Holbrook

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