

DEC. 23. 2004 4:55PM
Division of Corporations

ROGERS TOWERS

No 4000012030

Florida Department of State
Division of Corporations
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FLORIDA NON-PROFIT CORPORATION

Community and Economic Development Holdings, Inc.

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**ARTICLES OF INCORPORATION
OF
COMMUNITY AND ECONOMIC DEVELOPMENT HOLDINGS, INC.**

**ARTICLE I
NAME**

The name of this corporation (the "Corporation") is:

COMMUNITY AND ECONOMIC DEVELOPMENT HOLDINGS, INC.

**ARTICLE II
NOT FOR PROFIT CORPORATION**

The Corporation is a not for profit corporation under Chapter 617, Florida Statutes.

**ARTICLE III
DURATION**

The Corporation shall have perpetual existence unless dissolved sooner according to law.

**ARTICLE IV
PRINCIPAL OFFICE**

The principal office of the Corporation will be located at 3 Independent Drive, Jacksonville, Florida 32202, or at such other address as may be determined by the Board of Directors.

**ARTICLE V
REGISTERED AGENT**

The resident agent of the Corporation is Charles R. Curley, Jr., whose address is 1301 Riverplace Drive, Suite 1501, Jacksonville, Florida 32207.

**ARTICLE VI
PURPOSES**

(a) This Corporation is organized for the exclusive purpose of holding title to property, collecting income therefrom, and turning over the entire amount thereof, less expenses, to the Jacksonville Regional Chamber of Commerce, Inc. (the "Member"), an organization which is exempt under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or as time to time may be replaced (the "Code"), in accordance with Section 501(c)(2) of the Code. The Corporation may not engage in any other business or activity.

(b) In the event that the Member is no longer exempt under Section 501(c) of the Code, the Board of Directors of the Corporation shall act to dissolve the Corporation and to distribute all of the assets of the Corporation in accordance with section (c)3. of this Article VI.

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(c) Notwithstanding any other provision of these Articles of Incorporation:

1. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any Director of the Corporation, Trustee of the Corporation, Officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and payments and distributions may be made in furtherance of one or more of its purposes); and no Director, Trustee, Officer, or any private individual shall be entitled to share in the distributions of any of the corporate assets on dissolution of 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 (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

2. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(2) of the Code and its Regulations as they now exist or as they may hereafter be amended or replaced.

3. Upon the dissolution of the corporation, the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

4. The Corporation is organized pursuant to the Florida Not For Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

ARTICLE VII **MEMBERSHIP**

The Corporation shall have as its sole member the Jacksonville Regional Chamber of Commerce, Inc.

ARTICLE VIII **DIRECTORS**

The Corporation shall at all times have at least three (3) Directors. Directors shall be appointed as provided in the Bylaws of the Corporation. The names and addresses of the initial directors to serve until their successors are qualified and elected pursuant to the Bylaws of the Corporation are:

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Walter M. Lee, III	3 Independent Drive Jacksonville, Florida 32202
Lynette D. Beitz	3 Independent Drive Jacksonville, Florida 32202
Joyce Riley	3 Independent Drive Jacksonville, Florida 32202
Edward E. Burr	3 Independent Drive Jacksonville, Florida 32202
Barry L. Allred	3 Independent Drive Jacksonville, Florida 32202
Robert W. Helms	3 Independent Drive Jacksonville, Florida 32202

ARTICLE IX
AMENDMENTS TO ARTICLES

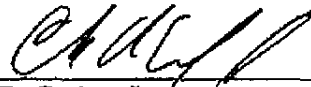
The Articles of Incorporation may be amended by a majority of the Directors of the Corporation and the Articles of Amendment may be signed by an officer of the Corporation.

ARTICLE X
INCORPORATION

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

Charles R. Curley, Jr.	1301 Riverplace Boulevard, Suite 1500 Jacksonville, Florida 32207
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I, THE UNDERSIGNED, being the sole original incorporator hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these Articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this 23rd day of December, 2004.



Charles R. Curley, Jr.
1301 Riverplace Boulevard, Suite 1500
Jacksonville, Florida 32207

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

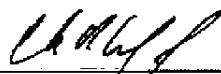
COMMUNITY AND ECONOMIC DEVELOPMENT HOLDINGS, INC.

2. The name and address of the registered agent and office are:

**CHARLES R. CURLEY, JR.
1301 RIVERPLACE BOULEVARD, SUITE 1500
JACKSONVILLE, FLORIDA 32207**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY 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.

December 23, 2004



CHARLES R. CURLEY, JR.

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