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FLORIDA NON-PROFIT CORPORATION

San Jose Foundation, Inc.

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ARTICLES OF INCORPORATION
OF
SAN JOSE FOUNDATION, INC.
(A Corporation Not For Profit)

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Pursuant to Chapter 617, Florida Statutes (2005), for the purpose of forming a corporation not for profit, the undersigned adopt the following Articles of Incorporation.

ARTICLE I

NAME; ADDRESS OF PRINCIPAL OFFICE

Section 1.1 Name. The name of the Corporation is San Jose Foundation, Inc.

Section 1.2 Address of Principal Office. The address of the principal office of the Corporation is 7529 San Jose Boulevard, Jacksonville, Florida 32207. The address of the principal office may be changed from time to time with the approval of the Board of Directors.

ARTICLE II

PURPOSES AND POWERS

Section 2.1 Purposes. The Corporation is organized and shall be operated exclusively for the following purposes:

- A. Identify capital improvement and club beautification needs of San Jose Country Club ("SJCC").
- B. Encourage and solicit contributions, principally from SJCC members, to complete improvements identified by the Board of Directors.
- C. Establish and manage an endowment to provide funding for future capital improvements or beautification projects at SJCC.

Section 2.2 Powers. The Corporation shall have and may exercise all powers of a Florida corporation not for profit, expressly including all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized. However, funds of the Corporation shall be expended only for SJCC capital improvements or beautification projects;

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the Corporation shall have no power or authority to expend or distribute its funds for the ordinary operating expenses of San Jose Country Club.

ARTICLE III

TERM OF EXISTENCE

Section 3.1 Term of Existence. This Corporation shall exist perpetually.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

Section 4.1 Registered Office and Agent. The street address of the initial registered office of this corporation is 200 West Forsyth Street, Suite 1100, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Lee F. Mercier, who upon accepting this designation agrees to comply with the provisions of Section 48 091, Florida Statutes as amended from time to time, with respect to keeping the registered office open for service of process.

ARTICLE V

INCORPORATORS

Section 5.1 Incorporators. The names and addresses of the incorporators of this not for profit corporation are:

Brad R. Rupp
12202 Mayors Drive
Jacksonville, FL 32223

Karlan Bost
1954 Marie Drive, South
Jacksonville, FL 32217

ARTICLE VI

MEMBERS

Section 6.1 Members. The members of the Corporation ("Members") shall be the Board of Governors of the San Jose Country Club.

Section 6.2 Voting by Members. (a) Members of the Corporation shall have no voting or other rights except as provided in these Articles of Incorporation or the Bylaws, or except as otherwise required by law.

(b) A member who is entitled to vote may vote in person or by proxy executed in writing by the Member or by his or her duly authorized attorney-in-fact.

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ARTICLE VII

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 managed under the direction of, the Board of Directors, subject to any limitation set forth in these Articles of Incorporation.

Section 7.2 Number of Directors; Ex Officio Director; Election of Directors. The number of the members of the Corporation's Board of Directors ("Directors") shall be fixed by or in the manner provided in the Bylaws of the Corporation, and may be increased or reduced from time to time as provided in the Bylaws of the Corporation; provided, however, that the Corporation shall at all times have at least six (6) Directors. The President of San Jose Country Club shall be an *ex officio* Director with full voting powers. All other Directors shall be elected in the manner and for the terms provided in the Bylaws of the Corporation.

ARTICLE VIII

CHAIR OF THE BOARD; OFFICERS

Section 8.1 Chair of the Board. The Board of Directors shall have a Chair of the Board who shall be a member of the Board of Directors, who shall be elected or chosen in accordance with the Bylaws, and who shall have such duties and authority as shall be provided by or in accordance with the Bylaws.

Section 8.2 Officers. The Corporation shall have a President, a Secretary and a Treasurer, and such other officers as may be provided for in the Bylaws, all of whom shall be members of the Board of Directors, who shall be elected or chosen in accordance with the Bylaws, and who shall have such duties and authority as provided by or in accordance with the Bylaws.

ARTICLE IX

BYLAWS

Section 9.1 Bylaws. Bylaws, not inconsistent with law or these Articles of Incorporation, for the administration of the affairs of the Corporation and the exercise of its corporate powers, shall be adopted by the Board of Directors. The initial Bylaws may be altered, amended and repealed by the Board of Directors of the Corporation, with the approval of the Members.

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ARTICLE X

LIMITATIONS

Section 10.1 Limitations. No part of the income or profits of the Corporation shall inure to the benefit of, or be distributable to any member, director, officer or other private person, 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 2.1 of these Articles of Incorporation.

ARTICLE XI

DISSOLUTION

Section 11.1 Approval. The affirmative vote of not less than three-fourths (3/4th) of the total Members of the Corporation shall be required for approval of any proposed dissolution.

Section 11.2 Dissolution. Upon the dissolution of the Corporation, its assets shall be distributed to San Jose Country Club.

ARTICLE XII

INDEMNIFICATION

Section 12.1 Indemnification. The Corporation shall indemnify Directors to the fullest extent permitted by law.

ARTICLE XIII

AMENDMENTS TO ARTICLES OF INCORPORATION

Section 13.1 Amendments. These Articles of Incorporation may be amended from time to time by vote of two-thirds (2/3rd) of the Members of the Corporation.

IN WITNESS WHEREOF, the incorporators have executed these Articles of Incorporation this 27th day of September, 2005.


HARLAN BOST
BRAD R. RUPP

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CERTIFICATE

The foregoing Articles of Incorporation of San Jose Foundation, Inc., a Florida not for profit corporation, was adopted by the Members on September 22, 2005, and the number of votes cast for the foregoing Articles of Incorporation was sufficient for approval.



Paula R. 26, Chairman of the Board

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, the undersigned agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties. The undersigned is familiar with and accepts the obligations of a registered agent.



Registered Agent

Date: 9-28-05

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