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FLORIDA PROFIT/NON PROFIT CORPORATION

The Library Foundation of Jacksonville, Inc.

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ARTICLES OF INCORPORATION
OF
THE LIBRARY FOUNDATION OF JACKSONVILLE, INC.

Pursuant to Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the following is submitted:

ARTICLE I
NAME, TERM, PRINCIPAL OFFICE & REGISTERED AGENT

(a) The name of this corporation shall be The Library Foundation of Jacksonville, Inc. (the "Corporation").

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

(c) The principal office and mailing address of the Corporation will be located at 303 N. Laura Street, Jacksonville, Florida 32202. The Corporation retains the power of moving its office to any other address in the State of Florida, as may from time to time be determined and authorized by its Board of Directors.

(d) The resident agent of the Corporation is Charles R. Curley, Jr., whose office address is 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207.

ARTICLE II
PURPOSES

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

(a) The Corporation is organized exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), for the sole and exclusive benefit of the Jacksonville Public Libraries (the "Library"), a division of the City of Jacksonville, Florida. The Corporation's purposes shall include supporting activities, including, without limitation, fund raising activities, for the support and benefit of the Library.

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

(i) The Corporation is not formed for pecuniary profit or financial gain, and no part of its assets, income, or profit shall inure to the benefit of or be distributable to, or inure to the benefit of, 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.

(ii) No substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent authorized by Section 501(h) of the Code, during any fiscal year or

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years in which the Corporation has chosen to utilize the benefits authorized by that statutory provision). The Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(iii) 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)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended or replaced, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or they may hereafter be amended or replaced.

(iv) In the event of dissolution, the assets and property of the Corporation remaining after payment of expenses and the satisfaction of all liabilities shall be distributed as determined by the Board of Directors to charitable organizations then qualified under Section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public purpose. Any assets of the Corporation not so disposed of shall be disposed of by the Circuit Court (or a court of equivalent or comparable 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.

(v) 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.

(vi) At any time that the Corporation is deemed to be a private foundation within the meaning of Section 509 of the Code, then for the period in which the Corporation is so deemed, it shall distribute its income for each taxable year in such manner and at such times as not to be subject to tax under Section 4942 of the Code. In addition, at any time that the Corporation is deemed to be a private foundation within the meaning of Section 509 of the Code, the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or make any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE III MEMBERS

The Corporation shall have six members (the "Members"). The Members shall be the most recent past chairs of the Jacksonville Board of Library Trustees (a) who are able and willing to serve as Members of the Corporation, (b) who are not then serving on the Jacksonville Board of Library Trustees, and (c) whose primary residence is in Duval, Clay, Baker, Nassau or St. Johns County, Florida. The Members shall be determined as of July 1st of each calendar year beginning with the most recent past chair and proceeding in inverse chronological order until six Members have been determined. The Members shall serve without compensation.

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ARTICLE IV
BOARD OF DIRECTORS

(a) The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of this Corporation.

(b) The number and the terms of office and qualifications for members of the Board of Directors of the Corporation and the members of the Board of Directors of the Corporation shall be elected by the Members in the manner set forth in the Bylaws of the Corporation; provided, however, that the number of members of the Board of Directors shall at no time be less than eleven (11), nor more than twenty-three (23) persons, which number shall include (i) the Chairman of the Jacksonville Board of Library Trustees and (ii) the Director of the Jacksonville Public Libraries (each of whom shall serve by virtue of his or her office, with vote).

(c) The directors shall serve without compensation for their service as directors.

ARTICLE V
BYLAWS

The Members of the Corporation shall adopt such Bylaws for the conduct of the business of the Corporation in carrying out its purpose as the Members may deem necessary from time to time; provided, however, such Bylaws shall not be inconsistent with the provisions of these Articles of Incorporation. The Members shall have the power to amend, alter, or rescind the Bylaws or adopt new Bylaws by majority vote of the Members at any duly called meeting of the Members.

ARTICLE VI
AMENDMENT OF ARTICLES

From time to time, and in furtherance of the exempt purposes for which the Corporation is organized, any of the provisions of these Articles of Incorporation may be amended, altered, or repealed, and any other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted by the affirmative vote of a majority of the Members at any duly called meeting of the Members. The Articles of Amendment of the Articles of Incorporation may be signed by an officer of the Corporation.

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator is: Charles R. Curley, Jr., 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207.

Signed by the Incorporator this 13th day of April, 2007.



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:

THE LIBRARY FOUNDATION OF JACKSONVILLE, 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.

Date: April 13, 2007



Charles R. Curley, Jr.

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