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LES DEMERLE AMELIA ISLAND JAZZ FESTIVAL, INC.

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AMENDED AND RESTATED ARTICLES OF INCORPORATION**OF****LES DEMERLE AMELIA ISLAND JAZZ FESTIVAL, INC.****(A Not-for-Profit)**

Pursuant to Section 617.0202, Florida Statutes, the undersigned Incorporator hereby sets forth the following:

- (a) the name of the corporation is Les DeMerle Amelia Island Jazz Festival, Inc., a Florida not-for-profit corporation;
- (b) the corporation was incorporated as a Florida not-for-profit corporation by the filing of its original Articles of Incorporation with the Department of State of the State of Florida on April 24, 2007, and assigned Document Number N07000004121;
- (c) the corporation has no members, and is governed by its Board of Directors;
- (d) the amendments reflected in the following Amended and Restated Articles of Incorporation were adopted by resolution of the Board of Directors, and amend and restate the provisions of the corporation's Articles of Incorporation; and
- (e) the Articles of Incorporation of the corporation are hereby amended and restated to read in their entirety as follows:

ARTICLE I**NAME**

The name of the corporation is LES DEMERLE AMELIA ISLAND JAZZ FESTIVAL, INC., a not-for-profit corporation.

ARTICLE II**PLACE OF BUSINESS**

The principal place of business is 2139 Natures Gate Court, South, Fernandina Beach, Florida, 32034, and the mailing address of the corporation is P.O. Box 16684, Fernandina Beach, Florida, 32035, or as subsequently changed as deemed appropriate by the Board of Directors.

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ARTICLE III**PURPOSE**

The corporation is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future Federal tax code.

ARTICLE IV**PERMITTED ACTIVITIES**

Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax, under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law. 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, or endorse, any political campaign on behalf or in opposition to any candidate for public office.

ARTICLE V**DURATION AND BEGINNING
OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The corporate existence commenced with the filing of the Articles of Incorporation with the Department of State of the State of Florida on April 24, 2007.

ARTICLE VI**BOARD OF DIRECTORS**

The affairs of the corporation will be managed by a Board of Directors. The number of directors that will constitute the Board of Directors of the corporation is five (5). The number of directors may be increased or decreased from time to time, in the manner provided in the bylaws. The method of election or appointment of members to the Board of

Directors of the corporation, and the manner of their admission and duration of their terms, are provided for in the bylaws of the corporation.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The names and residence addresses of the directors who are to serve initially as the Board of Directors of the corporation are as follows:

<u>Director:</u>	<u>Residence Address:</u>
Deborah Billings	3033 Riverside Drive Fernandina Beach, FL 32034
Richard Cinquina	1576 Park Lane Fernandina Beach, FL 32034
• Les DeMerle	2139 Natures Gate Court, South Fernandina Beach, FL 32034
• Bonnie Elsele-DeMerle	2139 Natures Gate Court, South Fernandina Beach, FL 32034
Richard Smith	2932 Robert Oliver Ave Fernandina Beach, FL 32034

ARTICLE VIII

DEDICATION OF ASSETS

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE IX

EARNINGS; HOLDINGS; INVESTMENTS

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its 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 Section 501(c)(3) purposes.

2. The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
3. The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
4. The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
5. The corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
6. The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE X

REGISTERED AGENT

Pursuant to Sections 617.0501 and 617.0505, Florida Statutes, the corporation has designated Douglas G. Stanford as the Initial Registered Agent of the corporation and the street address of the Initial Registered Agent is Smith, Gambrell & Russell, LLP, 50 North Laura Street, Suite 2600, Jacksonville, Florida 32202.

ARTICLE XI

SHARES

The corporation is organized under a non-stock basis. Accordingly, the corporation will not have any shareholders or members.

ARTICLE XII

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INCORPORATORS

The names and street address of each incorporator of the corporation under these Amended and Restated Articles of Incorporation is recorded in the bylaws of the corporation.

ARTICLE XIII

BYLAWS

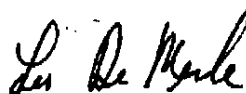
The power to adopt, alter, amend or repeal bylaws shall be vested to the Board of Directors, as provided in the bylaws of the corporation. These Amended and Restated Articles of Incorporation do not set forth any of the corporate powers enumerated in Section 617 Florida Statutes.

ARTICLE XIV

EXECUTION

The corporation reserves the right to amend or repeal any prior provisions contained in these Amended and Restated Articles of Incorporation or an amendment thereto.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Amended and Restated Articles of Incorporation, this 5th day of June, 2007, pursuant to Section 617.01201(6)(b), Florida Statutes.



Les DeMerle, Incorporator

Address: 2139 Natures Gate Court, South
Fernandina Beach, FL 32034