

No 7000005847

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

Nathan Krestul Park Foundation, Inc.

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**ARTICLES OF INCORPORATION OF
NATHAN KRESTUL PARK FOUNDATION, INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION**

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**ARTICLE I.
NAME AND ADDRESS**

The name of this corporation shall be Nathan Krestul Park Foundation, Inc., a Florida not-for-profit corporation (hereinafter referred to as the "Foundation"). The Foundation's principal office is 6944 St. Augustine Road, Jacksonville, Florida 32217 and the mailing address is P.O. Box 551260, Jacksonville, Florida 32255.

**ARTICLE II.
PURPOSE AND OBJECTIVE**

The general purposes for which this Corporation is formed are to operate exclusively for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code and more particularly to support the Nathan Krestul Park as established by the City of Jacksonville, Florida in the City of Jacksonville, Florida for the benefit of the people of Jacksonville, Florida and the general public; and subject to and in connection with such charitable purposes in such park, to support the erection of buildings and other structures in such park and to support the acquisition, installation, maintenance, improvements and otherwise deal with shrubs, plants vines, flowers, trees and all other things horticultural and arboreal in such park and to engage in the support of any activities and business in such park which can be appropriately and legally carried on therein for the recreational, educational and civic advantage and the general benefit of the general public.

**ARTICLE III.
POWERS**

The Foundation shall have the following powers:

A. All of the powers and privileges granted to not-for-profit corporations under the laws of the State of Florida.

B. All of the powers reasonably necessary to implement and effectuate the purposes and objectives of the Foundation.

C. In general, the Foundation is formed to carry out those functions generally associated with a non-profit organization qualifying under Section 501(c)(3) of the Internal

Michael N. Schneider, Esquire
Florida Bar No. 166929
P.O. Box 551260
Jacksonville, Florida 32255
(904) 296-0100

Revenue Code of 1986 ("Code"), as amended, and its powers shall be limited in order to meet the requirements of such section of the Code.

**ARTICLE IV.
VOTING**

On all matters upon which the membership shall be entitled to vote, each member shall have one vote.

**ARTICLE V.
TERM OF EXISTENCE**

The Foundation shall have perpetual existence.

**ARTICLE VI.
MEMBERSHIP**

This Foundation shall have one class of members. The members are Lawrence DuBow, Richard S. Browdy and Joanne Krestul. Additional persons of moral character may become members if elected by a vote of all of the then existing membership.

The members of this Foundation shall have no right, title or interest whatsoever in the Foundation's income, property or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this Foundation. Members of this Foundation shall not be personally liable for the debts, liabilities, or obligations of the Foundation, and shall not be subject to any assessments.

**ARTICLE VII.
BOARD OF TRUSTEES**

A. The business affairs of this Foundation shall be managed by the Board of Trustees. The number of members of the first Board of Trustees shall be three.

B. The Board of Trustees shall be elected by the members of the Foundation from among the membership at the annual membership meeting as provided in the Bylaws.

The names and residence addresses of the persons who are to serve as the initial Board of Trustees until their successors are chosen, are as follows:

Trustee	Address
Lawrence J. Dubow	9431 Florida Mining Blvd. East Jacksonville, FL 32257
Richard S. Browdy	6944 St. Augustine Road Jacksonville, FL 32217
Joanne Krestul	8169 Madeira Drive Jacksonville, FL 32217

**ARTICLE VIII.
OFFICERS**

A. The officers of the Foundation shall be a President, one or more Vice Presidents, Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, who shall perform the duties of such offices customarily performed by like officers of corporations in the State of Florida subject to the directions of the Board of Trustees.

B. Officers of the Foundation may be compensated in the manner to be provided in the Bylaws. The Board of Trustees, or the President with the approval of the Board of Trustees, may employ a managing agent, agency, and/or other managerial and supervisory personnel or entity to administer or assist in the affairs of the Foundation, and any and all such persons and/or entity or entities may be so employed without regard to whether any such person or entity is a member, Trustee or officer of the Foundation.

C. The persons who are to serve as officers of the Foundation until their successors are chosen are:

Officer	Name
President	Lawrence J. DuBow
Vice President	Richard S. Browdy
Secretary	Joanne Krestul
Treasurer	Richard S. Browdy

D. The officers shall be elected by the Board of Trustees at their annual meeting as provided in the Bylaws. Any vacancies in any office shall be filled by the Board of Trustees at any meeting duly held.

E. The President shall be elected from the membership of the Board of Trustees, but no other officer need be a Trustee. The same person may hold more than one office. Officers shall be elected annually.

**ARTICLE IX
REGISTERED AGENT**

The street address of the registered office shall be 5150 Belfort Road, Building 100, Jacksonville, Florida 32256 and the name of the registered agent of the Foundation at that address is Ansbacher & Schneider, P.A..

**ARTICLE X.
AMENDMENT TO ARTICLES**

A. The Articles can be amended upon adoption of a resolution by a majority of the members of the Board of Trustees at a meeting of the Board of Trustees.

B. An amendment to the Articles shall be proposed by the Board of Trustees after adopting a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members entitled to vote on the proposed amendment, which may be either an annual or a special meeting. Written notice setting forth the proposed amendment or a summary of the changes to be effected by the amendment shall be given to each member entitled to vote at such meeting in accordance with the bylaws. The proposed amendment shall be adopted upon receiving at least seventy five percent (75%) of the votes of the members either present at such meeting or represented by proxy; or if there are no members or if members are not entitled to vote on proposed amendments to the articles of incorporation, an amendment may be adopted at a meeting of the Board of Trustees by a majority vote of the Trustees then in office.

C. Any number of amendments may be submitted and voted upon at any one meeting.

ARTICLE XI. **PROHIBITION**

Notwithstanding any other provisions of these articles, this organization 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 Revenue law.

ARTICLE XII. **DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon dissolution: Upon the dissolution of the Corporation, assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax 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 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.

ARTICLE XIII. **BYLAWS**

The Board of Trustees shall adopt, by a majority vote, the original Bylaws of the Foundation which shall be subject to amendment in accordance with the procedures set forth in the Bylaws.

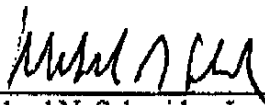
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**ARTICLE XIV.
INCORPORATOR**

The name and address of the incorporator is:

Michael N. Schneider
P.O. Box 551260
Jacksonville, Florida 32255

Executed by the undersigned on this 10th day of August, 2007.



Michael N. Schneider, Incorporator

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**CERTIFICATE OF DESIGNATION OF
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 Nathan Krestul Park Foundation, Inc.
2. The name and address of the register agent and office is:

Ansbacher & Schneider, P.A.
5150 Belfort Road, Building 100
Jacksonville, Florida 32256

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.

By: _____

Michael N. Schneider for
Ansbacher & Schneider, P.A.,
Registered Agent

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