

No 8000000571

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H08000013788 3)))



H080000137883ABC2

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 617-6381

From:
Account Name : FOLEY & LARDNER
Account Number : 072720000061
Phone : (904) 359-2000
Fax Number : (904) 359-8700

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 JAN 17 PM 1:21

045390/0150/1845

Return to CSS

FLORIDA PROFIT/NON PROFIT CORPORATION

ECNP, INC.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

JAN 17 PM 10:12

Electronic Filing Menu

Corporate Filing Menu

Help

gf 1/18/08

**ARTICLES OF INCORPORATION
OF ECNP, INC.
(a Nonprofit Corporation)**

08 JAN 17 PM 1:21

The undersigned, for the purpose of forming a corporation not for profit under the laws of Florida, hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

Section 1.1 **Name** The name of the corporation is ECNP, INC. (the "Corporation").

Section 1.2 **Address of Principal Office**. The address of the principal office of the Corporation is 701 West Adams Street, Jacksonville, Florida 32204.

Section 1.3 **Mailing Address**. The mailing address of the Corporation is 701 West Adams Street, Jacksonville, Florida 32204.

**ARTICLE II
PURPOSES**

Section 2.1 **Purposes**. The sole purpose of the Corporation shall be to acquire, own, construct and operate a facility in Orange County, Florida for the charitable or educational purposes of serving the public interest through operation and management of conservation resources or public recreational facilities, including related and supporting services. It is specifically intended that this Corporation shall at all times comply with the requirements of certain restrictive covenants affecting the facility recorded in the public records of Orange County, Florida for the benefit of Kerina, Inc. and/or the U.S. Army Corps of Engineers and this Corporation shall not take any action that would violate such restrictions

**ARTICLE III
BOARD OF DIRECTORS**

Section 3.1 **Election**. Directors shall be elected in the manner set forth in the Bylaws of the Corporation.

Section 3.2 **Number**. This Corporation shall have four (4) Directors initially. The number of Directors may be increased or reduced from time to time, as provided in the Bylaws of the Corporation; however, the Corporation shall at all times have at least three (3) Directors.

Section 3.3 **Names and Addresses of First Members of the Board of Directors**. The names and addresses of the persons who are to serve as the initial Directors of the Corporation until the election or appointment of their successors are as follows:

<u>Name</u>	<u>Address</u>
Barry L. Allred	701 West Adams Street, Jacksonville, Florida 32204
Matthew D. Welch	701 West Adams Street, Jacksonville, Florida 32204
David W. Hamilton	701 West Adams Street, Jacksonville, Florida 32204
R. Joseph Newell	701 West Adams Street, Jacksonville, Florida 32204

Section 3.4 Executive Committee. The Board of Directors may, pursuant to a resolution adopted by a majority of all of the members of the Board, designate two (2) or more of its members to constitute an executive committee, which, to the extent provided in such resolution, may exercise the powers of the Board of Directors.

ARTICLE IV LIMITATIONS

Section 4.1 Limitations on Actions. No part of the net earnings 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 confer benefits on its members in conformity with the purposes set forth in Section 2.1 of these Articles. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE V DISSOLUTION

Section 5.1 Dissolution. Upon the dissolution of the Corporation, assets shall be distributed to one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a local or state 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.

**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

Section 6.1 **Name and Address.** The street address of the initial registered office of this Corporation is One Independent Drive, Suite 1300, Jacksonville, Florida 32202, and the name of the initial registered agent of this Corporation at that address is F & L Corp.

**ARTICLE VII
INCORPORATOR**

Section 7.1 **Name and Address.** The name and street address of the incorporator of the Corporation are as follows: John W. Caven, Jr., One Independent Drive, Suite 1300, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand to these Articles of Incorporation for the purposes therein set forth, all as of the 20 day of December, 2007.



John W. Caven, Jr., Incorporator

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, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.

F & L CORP.

By: Charles V. Hedrick
Charles V. Hedrick
Authorized Signatory

Dated: December 20, 2007

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 JAN 17 PM 1:22