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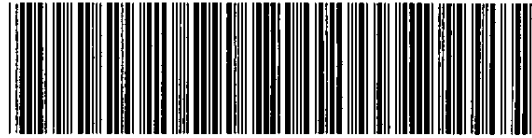
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TALLAHASSEE, FLORIDA

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[Signature]

6-6-08

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: JACKSONVILLE EXCHANGE CLUB CHILDREN'S FOUNDATION, INC.

DOCUMENT NUMBER: N08000003628

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

AMANDA ROLFE TISE

(Name of Contact Person)

JACKSONVILLE EXCHANGE CLUB CHILDREN'S FOUNDATION, INC.

(Firm/ Company)

P.O. BOX 4303

(Address)

JACKSONVILLE, FL 32201

(City/ State and Zip Code)

For further information concerning this matter, please call:

AMANDA ROLFE TISE

(Name of Contact Person)

at (904) 358-1666

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

JACKSONVILLE EXCHANGE CLUB CHILDEN'S FOUNDATION, INC.

N08000003628

JACKSONVILLE EXCHANGE CLUB CHILDREN'S FOUNDATION, INC.

(Attach additional pages if necessary)
(continued)

The date of adoption of the amendment(s) was: APRIL 15, 2008

Effective date if applicable: APRIL 15, 2008
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature Amanda Rolfe Tise
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

AMANDA ROLFE TISE
(Typed or printed name of person signing)

PAST PRESIDENT
(Title of person signing)

FILING FEE: \$35

**ARTICLES OF INCORPORATION
OF
JACKSONVILLE EXCHANGE CLUB CHILDREN'S FOUNDATION, INC.**

BY THESE ARTICLES OF INCORPORATION the incorporators form a corporation not-for-profit pursuant to Florida Statute §617.

ARTICLE I

Name

The name of this Corporation is: Jacksonville Exchange Club Children's Foundation, Inc.

ARTICLE II

Term of Existence

The terms of existence for this Corporation shall be perpetual.

ARTICLE III

Purposes

This Corporation is organized and shall be operated exclusively as a corporation not for profit for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Internal Revenue Law (the "Code").

ARTICLE IV

Powers

The corporation shall hold and exercise all of the rights, privileges and powers authorized

for a not for profit corporation under the laws of the State of Florida. The corporation shall have the general power to do all lawful acts, as conferred upon corporations not for profit by Section 617.0302, Florida Statutes, including all those things necessary or expedient in the prosecution of all the corporation's purposes, which are necessary and desirable to carry out the purposes and responsibilities of the corporation.

Notwithstanding the generality of the foregoing, the powers of the corporation shall be subject to the following limitations and restrictions:

(a) No part of the income, profit or assets of the corporation shall inure to the benefit of, or be distributable to, any member, officer, director or other private persons of the corporation; provided however, upon dissolution of the corporation, the assets shall be distributable as set forth in Article XII below:

(b) 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 Article III of these Articles: and

(c) Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by any organization exempt from federal income taxation under Section 501(c)(3) of the Code.

ARTICLE V

Members

The classes, rights and qualifications for members of the corporation and the manner to which members of the corporation shall be admitted or terminated shall be provided for in the Bylaws.

ARTICLE VI

Board of Directors

Section 1. All corporate powers shall be exercised by or under the authority of, and the affairs of this Corporation shall be managed under the direction of, the Board of Directors, except

as otherwise provided by law or in the Articles or Bylaws of the corporation. The number and the terms of office and qualifications for directors of the Corporation and the manner in which directors of the Corporation shall be elected shall be provided in the Bylaws.

Section 2. The number of directors constituting the initial Board of Directors of the Corporation is eleven (11). The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3).

Section 3. The length of term of the members of the Board of Directors shall be as provided in the Bylaws.

Section 4. The name and addresses of the initial members of the Board of Directors who shall serve until their successors are duly elected are:

	<u>NAME</u>	<u>ADDRESS</u>
1.	Amanda Rolfe Tise	4603 Fremont Street Jacksonville, FL 32210
2.	Perry Todd	1648 Seminole Road Jacksonville, FL 32205
3.	Peyton Rowland	12005 London Lake Dr. West Jacksonville, FL 32258
4.	Dave Ledbetter	7947 Woodleigh Dr. South Jacksonville, FL 32211
5.	Art Yeager	1344 Talbot Avenue Jacksonville, FL 32205
6.	Albert Marchant	1221 Peachtree Street Jacksonville, FL 32207
7.	Lisa DiSalle	216 Seamist Court Ponte Vedra Beach, FL 32082
8.	Charles Rowland	8568 Crooked Tree Drive Jacksonville, FL 32256

9. Doyle Varnes

4415 Irvington Avenue
Jacksonville, FL 32210

10. Kim Klipsch

7651 Gate Parkway Suite 1608
Jacksonville, FL 32256

ARTICLE VII

Officers

The required officers and the qualifications and the manner in which the officers of the Corporation shall be elected shall be provided in the Bylaws.

ARTICLE VIII

By-Laws

Section 1. The Board of Directors, by majority vote of all members of the Board of Directors, may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as they may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Board of Directors; provided, however, that such Bylaws shall not conflict with any of the provisions of the law or these Articles of Incorporation.

Section 2. Upon proper notice, the Bylaws may be amended, altered, changed or repealed or new Bylaws may be adopted, all in accordance with the requirement and restrictions as stated in the Bylaws.

ARTICLE IX

Amendments

Upon proper notice, these Articles of Incorporation may be amended, altered, changed or repealed by majority vote of all members of the Board of Directors and all power and authority conferred hereby upon officers and the Board of Directors of the Corporation are granted subject to

the further amendment of the Articles of Incorporation.

ARTICLE X

Principal Office, Initial Registered Office and Agent

The principal office of the corporation shall be located at 233 East Bay Street, Suite 720, Jacksonville, FL 32202, and its mailing address is P.O. Box 4303, Jacksonville, FL 32203.

The street address of the initial registered office of this corporation is 233 East Bay Street, Suite 720, Jacksonville, FL 32202 and the name of the registered agent of this corporation at that address is Amanda Rolfe Tise.

ARTICLE XI

Indemnification

The Corporation may indemnify officers, directors, members, employees and agents to the full extent permitted by the Florida Not for Profit Corporation Act.

ARTICLE XII

CORPORATE LIQUIDATION AND DISSOLUTION

Upon dissolution of the corporation, the Board of Directors shall distribute the assets of the corporation in accordance with applicable law, and to the extent not inconsistent therewith shall, after paying or making adequate provision for the payment of liabilities and obligations of the corporation, and after the return, transfer or conveyance of assets which are held by the corporation under a condition requiring their return, transfer or conveyance by reason of dissolution, shall distribute all of the assets of the corporation in a manner consistent with the purposes of the corporation to an entity or entities selected by the corporation's Board of Directors which is/are

exempt from tax as a charitable or educational organization under Section 501(c)(3) of the Internal Revenue Code of 1987 (or corresponding provisions of any successor United States Internal Revenue law) and no portion of said assets and property shall inure to the benefit of any member of the corporation or any enterprise organized for profit.

ARTICLE XIII

LIMITATIONS ON CORPORATE POWER

Should the corporation at any time be considered a "Private Foundation" under Section 509(a) of the Code, the following limitations will apply:

(a) The corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws;

(b) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any later federal tax laws;

(c) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax laws;

(d) The corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or corresponding provisions of any later federal tax laws;

(e) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any later federal tax laws;

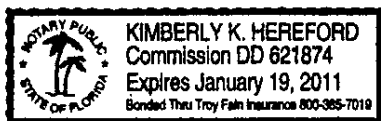
IN WITNESS WHEREOF, the undersigned Subscribers have executed these Articles of Incorporation this 15th day of April, 2008.

Amanda Rolfe Tise

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 15th day of April, 2008, by Amanda Rolfe Tise, who is personally known to me or who has produced a driver's license as identification and who did/did not take an oath.



Name: Kimberly K. Hereford

Notary Public, State of Florida
Commission Number: _____

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
JACKSONVILLE EXCHANGE CLUB FOUNDATION, INC.

The undersigned, having been named as registered agent to accept service of process upon Jacksonville Exchange Club Foundation, Inc., hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties as registered agent, acknowledging hereby that he is familiar with and accepts the obligations of her position as registered agent.

IN WITNESS THEREOF, the undersigned has caused this Certificate to be executed in Jacksonville, Duval County, Florida on this 15th day of April, 2008.

BY: Amanda Rolfe Tise
Amanda Rolfe Tise