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FLORIDA PROFIT/NON PROFIT CORPORATION

JALA FOUNDATION, INC.

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**ARTICLES OF INCORPORATION
OF
JALA FOUNDATION, INC.**

The undersigned, for the purpose of forming a corporation not for profit under the laws of Florida, pursuant to Chapter 617, *Florida Statutes*, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME AND ADDRESS**

Section 1.1 **Name** The name of the corporation is JALA Foundation, Inc.

Section 1.2 **Principal Office and Mailing Address of the Corporation**. The mailing address and principal office of the corporation are 126 West Adams Street, Jacksonville, FL 32202.

**ARTICLE II
PURPOSES**

Section 2.1 **Purposes**. The corporation is organized exclusively for charitable and educational purposes, including, for such purposes, to qualify as a supporting organization under Section 509(a)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Specifically, the corporation is organized to operate exclusively for the benefit of Jacksonville Area Legal Aid, Inc., a tax-exempt organization qualified under Section 501(c)(3) of the Internal Revenue Code. Jacksonville Area Legal Aid, Inc is a charitable organization dedicated to promoting the availability and provision of civil legal assistance for economically disadvantaged persons and groups of such persons in Jacksonville, Florida and surrounding areas, and to undertake such activities as will further the general purposes described herein.

**ARTICLE III
BOARD OF DIRECTORS**

Section 3.1 **Corporate Affairs**. 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.

Section 3.2 **Election**. Directors shall be elected in the manner set forth in the Bylaws of the corporation.

Section 3.3 **Number**. This corporation shall have twenty-six (26) 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.

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Section 3.4 **Names and Addresses of Initial 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 successors are as follows:

David Barksdale, Esq.: 101 East Adams Street, Jacksonville, FL 32202
Rebecca L. Beller, Esq.: 12627 San Jose Blvd., Ste 703, Jacksonville, FL 32223
Hugh Cotney, Esq.: 233 E. Bay St., Ste. 905; Jacksonville, FL 32202
Henry Matson (Hank) Cox, III, Esq.: 101 East Adams Street; Jacksonville, FL 32202
William Deas, III, Esq.: 2215 River Blvd., Jacksonville, Florida 32204
Steven M. Fahlgren, Esq.: 552382 U.S. Highway 1, North, Hilliard, FL 32046
Steven C. Fraser, Esq., 4811 Beach Blvd., Ste 303, Jacksonville, FL 32207
Latasha Garrison-Fullwood, Esq.: 50 N. Laura Street, Suite 3500, Jacksonville, FL 32202
Leslie Goller, Esq.: 233 E. Bay Street, Ste. 804, Jacksonville, FL 32202
Bryan S. Gowdy, Esq., 865 May St., Jacksonville, FL 32204
Renee D. Harrell, Esq.: 4735 Sunbeam Rd., Jacksonville, FL 32257
The Rev. Deborah M. Jackson: 256 E. Church St., Jacksonville, FL 32202
Dominic C. (Donny) MacKenzie, Esq.: 50 North Laura Street, Suite 3900, Jacksonville, FL 32202
Guy Victor Murray, Esq.: 118 W. Adams St., Ste 320, Jacksonville, FL 32202
Brenda Alexis Priestly-Jackson, Esq.: 214 E. Ashley St., Jacksonville, FL 32202
Chad Roberts, Esq.: 701 W. Adams Street, Ste. 2, Jacksonville, FL 32202
Richard L. Ruth, Esq.: 3794 SW 56th Rd., Gainesville, FL 32608
Anna C. Shea, Esq.: 245 Riverside Avenue, Ste 400, Jacksonville, FL 32202
Thomas Slater, Esq.: One Independent Drive, Suite 1900, Jacksonville, FL 32202
Robert Spohrer, Esq.: 701 W. Adams Street, Suite 2, Jacksonville, Florida 32202
Grady H. Williams, Jr., Esq., 1543 Kingsley Ave. - Building 5, Orange Park, FL 32073
Ms. Alda Marie Correa: 4320 Sunbeam Rd., Apt. 102, Jacksonville, Florida 32257
Mr. Lester Dove: 5421 Los Santos Way, Jacksonville, FL 32211
Ms. Vickie Murphy: 1015 North Liberty St., Jacksonville, FL 32206
Ms. Frances Pullins: 848 Crestwood St., Jacksonville, FL 32208
Norm Gregory, CCIM: 304 S. Bartram Trail, Jacksonville, FL 32259

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. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding

provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

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 32202-5017, 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:

Andrea I. Mason, Esq.
One Independent Drive
Suite 1300
Jacksonville, Florida 32202-5017.


IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation for the purposes therein set forth, all as of the 6th day of May, 2008.


Name: Andrea I. Mason, Esq.
Its: 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, Esq.
Authorized Signatory

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