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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Jacksonville Journey Foundation, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
JACKSONVILLE JOURNEY FOUNDATION, INC.**

Pursuant to Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the following is submitted:

**ARTICLE I  
NAME, DURATION, PRINCIPAL OFFICE & REGISTERED AGENT**

(a) The name of this corporation (the "Corporation") shall be: JACKSONVILLE JOURNEY FOUNDATION, INC.

(b) The Corporation shall have perpetual existence unless dissolved sooner according to law.

(c) The principal office and mailing address of the Corporation will be located at 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207 or at such other address as may be determined by the Board of Directors.

(d) The resident agent of the Corporation is Charles R. Curley, Jr. whose address is Rogers Towers, P.A., 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207.

**ARTICLE II  
PURPOSES**

(a) This Corporation is organized and shall be operated exclusively for charitable and educational purposes, including, without limitation, the primary purpose of overseeing and implementing the objectives of the City of Jacksonville, Florida Anti-Crime Initiative known as "The Jacksonville Journey: Take a Step," adopted by Executive Order No. 07-14 on December 21, 2007 ("The Jacksonville Journey"). Among other things consistent with the foregoing, the Corporation will: (i) from time to time oversee the issuance of grants to implement public safety programs consistent with The Jacksonville Journey (except for grants for law enforcement directly to the Jacksonville Sheriff's Office and grants for bond-financed capital expenditures); (ii) establish rigorous performance standards and outcomes measurements for all public safety investments and initiatives (including grants for law enforcement directly to the Jacksonville Sheriff's Office and grants for bond-financed capital expenditures); (iii) assess the effectiveness of implementation of public safety programs, including those adopted under The Jacksonville Journey, and the progress and effectiveness of public safety programs and at least annually, issue reports to the Mayor of Jacksonville, the City Council of the City of Jacksonville and the general public of the performance of each public safety program, including each grantee or component of The Jacksonville Journey; and (iv) redirect funds as necessary and appropriate to achieve the highest performance and most cost effective implementation of public safety programs and goals of The Jacksonville Journey (except for grants for law enforcement directly to the Jacksonville Sheriff's Office and grants for bond-financed capital expenditures).

(b) Notwithstanding any other provision of these Articles of Incorporation:

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(i) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director, trustee or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and payments and distributions may be made in furtherance of one or more of its purposes); and no director, trustee, officer, or any private individual shall be entitled to share in the distributions of any of the corporate assets on dissolution of the Corporation.

(ii) 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(iii) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and its Regulations as they now exist or as they may hereafter be amended or replaced, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or they may hereafter be amended or replaced.

(iv) Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the City of Jacksonville, Florida 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.

(v) The Corporation is organized pursuant to the Florida Not For Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

### **ARTICLE III** **MEMBERSHIP**

The Corporation shall have no members.

### **ARTICLE IV** **DIRECTORS**

(a) 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. The terms of office and qualifications for members of the Board of Directors of the Corporation and the method in which members of the Board of Directors of the Corporation shall be elected shall be as provided in these Articles of Incorporation and the Bylaws of the Corporation; provided, however, that the number of members of the Board of Directors shall at no time be no less than three (3).

(b) The directors shall serve without compensation.

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(c) The members of the initial Board of Directors shall be appointed by John Peyton as the Mayor of the City of Jacksonville. The Chairman of the initial Board of Directors shall be W.C. Gentry. The members of the initial Board of Directors of the Corporation shall serve until removed and they or their successors are elected in accordance with paragraph (d) of this Article IV and the Bylaws of the Corporation.

(d) No later than October 1, 2008, the initial members of the Board of Directors may be removed, the number of members of the Board of Directors shall be increased to nine (9), and the members of the Board of Directors shall be elected, subject to the terms and conditions of the Bylaws, as follows:

(i) The Mayor of the City of Jacksonville shall elect four (4) members of the Board of Directors, with one of such members being designated as the Chairman of the Board of Directors;

(ii) The President of the City Council of the City of Jacksonville shall elect three (3) members of the Board of Directors; and

(iii) The remaining two (2) members of the Board of Directors shall be elected by a majority vote of the members of the Board of Directors elected by the Mayor of the City of Jacksonville and by the President of the City Council of the City of Jacksonville, voting as a single class.

#### ARTICLE V PRIVATE FOUNDATION STATUS

If at any time the Corporation is 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 a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding section of any future federal tax code.

(b) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding section of any future federal tax code.

(c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding section of any future federal tax code.

(d) The Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Code, or the corresponding section of any future federal tax code.

(e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding section of any future federal tax code.

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ARTICLE VI  
AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended by the Board of Directors from time to time in accordance with the provisions of the Bylaws; provided, however, Article IV of these Articles of Amendment shall not be amended without the prior written consent of (i) the Mayor of the City of Jacksonville and (ii) the President of the City Council of the City of Jacksonville. The Articles of Amendment may be signed by an officer of the Corporation.

ARTICLE VII  
BYLAWS

The Board of Directors of the Corporation shall adopt such Bylaws for the conduct of the business of the Corporation in carrying out its purpose as the Board of Directors may deem necessary from time to time; provided, however, such Bylaws shall not be inconsistent with the provisions of these Articles of Incorporation. The Board of Directors shall have the power to amend, alter, or rescind the Bylaws or adopt new Bylaws in accordance with the provisions of the Bylaws.


ARTICLE VIII  
INDEMNIFICATION

The Corporation shall indemnify the officers, directors, employees and agents of the Corporation to the full extent permitted by the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes. This indemnification provision shall not be deemed to be exclusive of any other rights to which such officers, directors, employees, and agents may be entitled under the Bylaws, any agreement with the Corporation, any insurance maintained by the Corporation, or otherwise.

ARTICLE IX  
INCORPORATION

The name and address of the sole incorporator of the Corporation are Charles R. Curley, Jr., 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207.

Signed by the sole incorporator of the Corporation this 11th day of July, 2008.

  
\_\_\_\_\_  
Charles R. Curley, Jr.  
1301 Riverplace Boulevard, Suite 1500  
Jacksonville, Florida 32207

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**CERTIFICATE OF DESIGNATION  
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:

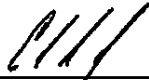
**JACKSONVILLE JOURNEY FOUNDATION, INC.**

2. The name and address of the registered agent and office are:

**CHARLES R. CURLEY, JR.  
ROGERS TOWERS, P.A.  
1301 RIVERPLACE BOULEVARD, SUITE 1500  
JACKSONVILLE, FLORIDA 32207**

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.

Date: July 11, 2008

  
\_\_\_\_\_  
Charles R. Curley, Jr.

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