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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EP 3/2/10

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Nassau County Chamber of Commerce Foundation, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Regina Duncan
Name (Printed or typed)

961687 Gateway Blvd. Suite 101G
Address

Amelia Island, Florida 32034
City, State & Zip

904-261-3248
Daytime Telephone number

Regina@aifby.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
NASSAU COUNTY CHAMBER OF COMMERCE FOUNDATION, INC.

The undersigned, natural persons of the age of 21 years or more, acting as incorporators under the Florida Non-Profit Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I.

The name of the Corporation is NASSAU COUNTY CHAMBER OF COMMERCE FOUNDATION, Inc.

ARTICLE II.

The period of its duration shall be perpetual.

ARTICLE III.

The purposes for which the Corporation is organized are to carry out exclusively charitable, scientific, literary and educational purposes in and for the benefit of the people of the State of Florida and in and for the areas contiguous thereto.

In pursuance of such purposes, this Corporation shall:

- A. Administer property donated to the Corporation for charitable, scientific, literary and educational purposes;
- B. Use and distribute such property for such purposes in accordance with the terms of the gifts, bequests, devises and grants to the Corporation for charitable, scientific, literary and educational purposes and in accordance with the determination of the Board of Directors pursuant to these Articles of Incorporation and the By-Laws of the Corporation; and
- C. Do and perform such acts as may be necessary or appropriate in carrying out the foregoing purposes of the Corporation, and in connection therewith, to exercise any of the powers granted to Non-Profit Corporations by the Florida Non-Profit Corporation Act consistent with the Corporation's status as an organization:
 - 1. exempt from federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, and
 - 2. to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.

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The Board of Directors of this Corporation shall administer, use or distribute the property held by this Corporation in the manner that best carries out the purposes for which this Corporation is organized, and the Board of Directors shall have the power to modify any restrictions or conditions on the distributions of funds for any specified charitable, scientific, literary or educational purpose, or to specified organizations, if, in the sole judgment of the Board of Directors (without the necessity of approval of any particular trustee, custodian or agent), such restrictions and conditions become, in effect, unnecessary, incapable of fulfillment, or inconsistent with the purpose for which this Corporation is organized or the needs of the community or area served.

ARTICLE IV.

This Corporation is not organized for profit and shall have no capital stock.

ARTICLE V.

Provisions for the regulation of the internal affairs of the Corporation are:

- A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, members or any other private person; provided that 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 the Articles. Nothing herein shall prohibit the Corporation from reimbursing directors for expenses incurred in attending meetings of the Board of Directors.
- B. 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 distributing of statements) any political campaign on behalf of any candidate for public office.
- C. This corporation is intended to be an organization which:
 - i. is exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, and
 - ii. is a public foundation under Section 509(a)(3) of the Internal Revenue Code.

All terms and provisions of these Articles and all operations of the Corporation shall be construed, applied and carried out in accordance with such intent. For the purposes of these Articles:

- 1. "public foundation" means a qualified organization which is not a private foundation within the meaning of Section 509(a)(1), (2) or (3) of the Internal Revenue Code and is operated, supervised or controlled by or in

- connection with an organization described in Section 501(c)(6) of the Internal Revenue Code.
2. "charitable, scientific, literary or educational purposes" means those purposes authorized under Section 501(c)(3) of the Internal Revenue Code which may be accomplished by the Corporation as a public foundation under the Internal Revenue Code.
 3. Reference to any section of the Internal Revenue Code means the Internal Revenue Code of 1954 and includes the corresponding provision or provisions then in effect of any subsequent federal tax laws.
- D. The affairs of the Corporation shall be managed by its Board of Directors which shall consist of eight (8) members appointed by the Amelia Island-Fernandina Beach-Yulee Chamber of Commerce Board of Directors from its own membership. The qualifications, term of office and the manner of appointment and election of directors shall, consistent with the provisions herein, be established by the By-Laws.
- E. This Corporation may be dissolved at any time by the affirmative vote of two-thirds of its directors at any meeting for which thirty (30) days' written notice of consideration of such action shall be duly given. The dissolution of the Corporation (whether by transfer of substantially all of its assets or otherwise) shall be accomplished consistent with the intent that the assets be held and used for the purpose of a public foundation, and said termination shall not be effected so as to cause any tax to be imposed under section 507(a) of the Internal Revenue Code. Subject to the foregoing sentence, in the event of dissolution of the Corporation for any reason, the property then held (after payment or provision for payment of all liabilities) shall be disposed of exclusively for charitable, scientific, literary or educational purposes or to such qualified charitable, scientific, literary or educational organization as the Board of Directors shall select, and with respect to any property not so disposed of, as the court which has general jurisdiction for the county in which the principal office of the Corporation shall then be located, shall select.
- F. The Corporation shall have no members, but the Board of Directors shall be authorized to provide in the Corporation's By-Laws for one or more classes of members which may be voting or nonvoting and said Board of Directors is authorized to set forth in the By-Laws the method of selection, the rights, duties and responsibilities inherent in such membership.

ARTICLE VI.

The address of the registered office of the Corporation is 961687 Gateway Blvd. Suite 101G, Amelia Island, Florida 32034. The name of the initial registered agent at such address is Regina Duncan.

ARTICLE VII.

The number of directors constituting the initial Board of Directors is five (5) and the names and address of the persons who are to serve as the initial directors are:

ARTICLE VIII.

The name and address of each incorporator is:
Regina Duncan, 961687 Gateway Blvd. 101G, Amelia Island, FL 32034 - *P/D*
Paul Audet, 3199 South Fletcher Avenue, Fernandina Beach, FL 32034 - *C/D*
Tony Baia, 2162 Sadler Drive, Fernandina Beach, FL 32034 - *T/D*
Ron Flick, 961687 Gateway Blvd. 201M, Amelia Island, FL 32034 - *D*
Sean McGill, 650 Airport Road, Fernandina Beach, FL 32034 - *D*

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ARTICLE IX.

The Articles of Incorporation may be amended by vote of two-thirds of its directors at any meeting for which twenty (20) days' written notice of consideration of such action shall be duly given; provided, however, that Article V may be amended only to the extent that future changes in the applicable provisions of the Internal Revenue Code and regulations pertaining thereto may make such changes necessary and desirable in order for this Corporation to preserve its status as a public foundation as the term is defined in Article V.

We, the above-named incorporators, being duly sworn, say that we each have read the foregoing application and know the contents thereof and verily believe the statements therein to be true.

Dated this 16 day of February 2010.


REGINA DUNCAN


PAUL AUDET


TONY BAIA


RON FLICK

Sean McGill
SEAN MCGILL

SUBSCRIBED AND SWORN TO before me

Regina Duncan
2/25/10

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CLERK OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE

I, Regina Duncan, as Secretary of NASSAU COUNTY CHAMBER OF COMMERCE FOUNDATION, do hereby certify that I have compared the above and foregoing copy of the By-Laws of NASSAU COUNTY CHAMBER OF COMMERCE FOUNDATION with the original, and I certify that the above and foregoing By-Laws are a true and correct copy of said By-Laws.

Dated this Feb. 25, 2010.

Regina Duncan
Regina Duncan, Secretary

SUBSCRIBED AND SWORN TO before me

02/25/10
Sarah F. Adams



Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Regina Duncan
Signature/Registered Agent

Sarah F. Adams
Signature/Incorporator

February 15, 2010

Date

February 15, 2010

Date