

Division of Corporations

Page 1 of 1

Florida Department of State  
Division of Corporations  
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.

((H13000062160 3)))



H130000621603ABCT

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

RECEIVED

13 MAR 18 AM 9:46

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

To:

Division of Corporations  
Fax Number : (850) 617-6380

From:

Account Name : ROGERS, TOWERS, BAILEY, ET AL  
Account Number : 076666002273  
Phone : (904) 398-3911  
Fax Number : (904) 396-0663

\* Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*

Email Address: \_\_\_\_\_

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

13 MAR 18 AM 7:55

COR AMND/RESTATE/CORRECT OR O/D RESIGN  
THE LINK-A1A FOUNDATION, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$35.00

Electronic Filing Menu

Corporate Filing Menu

Help

*Amended  
Resubmitted  
March 18, 2013*

**CERTIFICATE OF AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE LINK A1A FOUNDATION, INC**

H13000062160  
13 MAR 18 AM 7:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, on behalf of THE LINK-A1A FOUNDATION, INC., a Florida not for profit corporation (the "Corporation"), does hereby certify to the Secretary of State of the State of Florida:

1. The name of the Corporation whose Articles of Incorporation are being amended and restated pursuant to Section 617.1007, Florida Statutes, is: THE LINK-A1A FOUNDATION, INC.
2. The text of the Amended and Restated Articles of Incorporation (the "Restated Articles") of the Corporation are attached hereto as Exhibit A.
3. The Restated Articles were adopted in their entirety pursuant to Sections 617.1007 and 617.1002, Florida Statutes, on March 12, 2013. The Restated Articles are intended to replace in their entirety the existing articles of incorporation of the Corporation, and all amendments related thereto, currently on file with the Secretary of State of the State of Florida.
4. There are no members of the Corporation. The Restated Articles were duly adopted by the Board of Directors of the Corporation on the 12<sup>th</sup> day of March, 2013.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has caused this certificate to be executed on behalf of the Corporation this 13<sup>th</sup> day of March, 2013.

**THE LINK-A1A FOUNDATION, INC.**



By: \_\_\_\_\_  
Marla K. Buchanan

H13000062160

H13000062160

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
THE LINK-A1A 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: The Link-A1A 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 Blvd., 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 Marla K. Buchanan 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 the operation and maintenance of the St. Johns River Ferry, charitable and social welfare purposes, including without limitation the marketing and promotion of A1A as a scenic highway, the promotion of the city, state and federal park system. Among other things, consistent with the foregoing, the Corporation may: (i) operate and maintain the St. Johns River Ferry and all of its infrastructure; (ii) promote the use of A1A as a scenic highway; (iii) promote the use of the St. Johns River Ferry as a means to access the city, state and federal park systems in and around the St. Johns River Ferry destinations; (iv) coordinate and cooperate with counties, cities, the state of Florida or other organizations or entities having similar goals and purposes; (v) educate the public and promote the historical value of the St. Johns River Ferry and (vi) raise funds, apply for and accept grants, government property and funds and public contributions and take such other actions as are necessary and appropriate to achieve the foregoing purposes and objectives.

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

(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.

H13000062160

H13000062160

(ii) 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.

(iii) 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. 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.

(iv) 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.

(c) The members of the initial Board of Directors shall be: (i) Elaine Brown; (ii) Judith Beaubouef; (iii) Michelle Baldwin and (iv) Rich Redick. The members of the initial Board of Directors of the Corporation shall serve until removed and they or their successors are elected in accordance the Bylaws of the Corporation.

### ARTICLE V 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. The Articles of Amendment may be signed by an officer of the Corporation.

### ARTICLE VI BYLAWS

H13000062160

H13000062160

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.

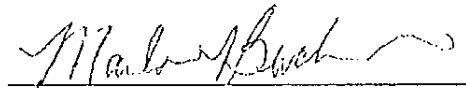
ARTICLE VII  
INDEMNIFICATION

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 VIII  
INCORPORATION

The name and address of the sole incorporator of the Corporation is Marla K. Buchanan, 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207.

Signed by the sole incorporator of the Corporation this 13 day of March, 2013.



Marla K. Buchanan  
1301 Riverplace Boulevard, Suite 1500  
Jacksonville, Florida 32207

H13000062160

H13000062160

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:


**THE LINK-A1A FOUNDATION, INC.**

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

**MARL K. BUCHANAN  
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: March, 13, 2013

  
Marla K. Buchanan.

H13000062160