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**ARTICLES OF INCORPORATION  
OF**

**JUMPING FISH, INC.**

A Florida "Not for Profit" Corporation

The undersigned, acting as incorporator of a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

**Article I**

The name of the corporation is Jumping Fish, Inc.

**Article II**

The period of duration is perpetual. The Corporation is organized pursuant to applicable Not for Profit Corporation laws of the State of Florida. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

**Article III**

The purposes for which this Corporation is formed are exclusively charitable and educational in nature and consist of the following:

1. To organize open water swimming events for the purpose of educating the public about the environmental issues related to the St. Johns River and other Florida waterways.

2. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining the foregoing purposes, either directly or indirectly, and either alone or in conjunction or in cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations or governmental bureaus, departments or agencies.

3. All of the foregoing charitable and educational purposes shall be exercised in such a manner that the Corporation will qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

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#### **Article IV**

Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and State income tax under section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

#### **Article V**

The address of the Corporation's principal office and of the initial registered agent is 2705 Riverside Avenue Suite 1-B, Jacksonville, FL 32205 The registered agent at this address is Jim Alabiso.

#### **Article VI**

The number of directors shall be set forth in the by-laws of the Corporation. The names and addresses of the initial Board of Directors are attached as Schedule A.

The method of selecting the Directors shall be set forth in the bylaws.

#### **Article VII**

The Corporation is organized exclusively for charitable and educational purposes. The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and religious purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to the charitable and religious purposes no part of which shall inure to the benefit of any individual.

#### **Article VIII**

No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

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### **Article IX**

Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code to be used exclusively for charitable and religious purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

### **Article X**

In the event that this Corporation shall become a "private foundation" within the meaning of section 509 of the Internal Revenue Code, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; shall retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code; and shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

### **Article XI**


Any person (and the heirs, executors and administrators or such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators: in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from the Article.

### **Article XII**

The name and address of the incorporator is Mitchel Ritchie, 5615 San Juan Avenue #312 Jacksonville, FL 32210.

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These Articles of Incorporation are hereby executed by the incorporator on this 10<sup>th</sup> day of April, 2012.

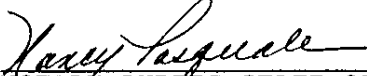
  
MITCHELL S. RITCHIE

STATE OF FLORIDA]

COUNTY OF DUVAL]

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared MITCHELL S. RITCHIE, who is personally known to me and who executed the foregoing instrument as incorporator and acknowledged before me that he executed the same.

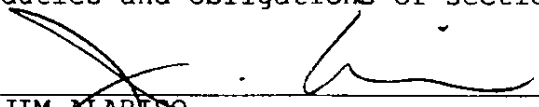
WITNESS my hand and official seal in the County and State last mentioned this 10 day of April, 2012.

  
NOTARY PUBLIC STATE OF FLORIDA  
My commission expires: FEB. 05, 2014

NOTARY PUBLIC-STATE OF FLORIDA  
Nancy Pasquale  
Commission #DD952635  
Expires: FEB. 05, 2014  
BONDED THRU ATLANTIC BONDING CO., INC.

**REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT**

I, Jim Alabiso, having been named to accept service of process for the above stated corporation, at the place designated in this certificate, 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, and I accept the duties and obligations of section 607.325, Florida Statutes.

  
JIM ALABISO  
2705 Riverside Avenue Apt 1-B  
Jacksonville, FL 32205

4/10/2012  
DATE

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**SCHEDULE A**

Initial Board of Directors

Jumping Fish, Inc.

Jim Alabiso  
2705 Riverside Avenue Suite 1-B  
Jacksonville, FL 32205

Mitchell S. Ritchie  
5615 San Juan Avenue #312  
Jacksonville, FL 32210

Michael Bernos  
1553 Azalea Terrace  
Jacksonville, FL 32205

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