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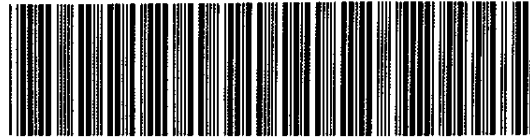
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12 JUN 27 PM 1:05

FILED

MRS
6/28/12

EFFECTIVE DATE 6/26/12

COVER LETTER

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

SUBJECT: THIS PLACE REALLY MATTERS, 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: C. W. WICKERSHAM JR., ESQ.
Name (Printed or typed)

2720 PARK STREET, SUITE 205
Address

JACKSONVILLE, FLORIDA 32205
City, State & Zip

Tel: (904) 302-7577 Fax: (904) 371-5199
Daytime Telephone number

cwwickersham@gmail.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**

THIS PLACE REALLY MATTERS, INC.

a Florida Not for Profit Corporation organized under Chapter 617 Florida Statutes

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12 JUN 27 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 6/26/12

The undersigned incorporators, in duly forming a Florida Not for Profit Corporation as authorized under Chapter 617, Florida Statutes, as do hereby adopt the following Articles of Incorporation as hereinafter set forth and described;

ARTICLE I - NAME OF ENTITY

The name of this corporation shall be THIS PLACE REALLY MATTERS, INC.
(hereinafter referenced as "the Corporation")

ARTICLE II - PURPOSE AND SCOPE OF ACTIVITIES

The objectives and purposes of the Corporation are to operate exclusively as a not-for-profit organization for charitable purposes pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Internal Revenue Code.

With specificity, the Corporation is organized for the purpose of engaging in any and all lawful activity in general furtherance of the preservation and restoration of endangered historic structures located within the Springfield National Historic District, as designated by the United States Department of the Interior, in Jacksonville Florida.

ARTICLE III - POWERS

The Corporation shall have the power to engage in any and all lawful activities as authorized by § 617.0302, Florida Statutes, including those which are necessary or expedient in the prosecution of the Corporation's general purposes, as outlined in Article II, and any activities required to carry out the legal and financial responsibilities of the Corporation.

Notwithstanding its general statement of Powers, the Corporation shall be subject to the following limitations;

- A) The Corporation shall have no power to undertake any act inconsistent with the provisions of Section 501(c)(3) or Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.
- B) No part of the income, profit, or assets of the Corporation shall inure to the benefit of, or be distributed, either directly or indirectly, to its Members, Directors, Officers, or other private persons, provided however that the Corporation is authorized and empowered to pay reasonable compensation for any services rendered to it, and is authorized and empowered to make payments or distributions in furtherance of its purposes as set forth in Article II.
- C) No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign, nor participate in the publication or distribution of political material or statements.

ARTICLE IV - BOARD OF DIRECTORS

The Corporation shall at all times maintain, in accordance with § 617.0803, Florida Statutes, a minimum of three (3) Directors, notwithstanding, however, that upon approval by its Board of Directors, the Corporation may from time to time increase or decrease the number of Directors, and that nothing herein shall be construed to limit the Corporation from, if it so chooses, engaging a greater number of Directors than the minimum number required by these Articles or § 617.0803, Florida Statutes, so long as the statutory minimum is satisfied.

- A) Except as otherwise provided by law, these Articles, or the Corporation's Bylaws, all corporate powers shall be exercised under the authority of the

Corporation's Board of Directors (hereinafter "the Board"), and all affairs of the Corporation shall be managed under the direction of the Board.

- B)** The Corporation shall initially have four (4) Directors. The number of Directors may be increased or decreased from time to time, but shall never fall below three (3) as required by § 617.0803, Florida Statutes.
- C)** The Directors of the Corporation shall initially be appointed by Preservation SOS, Inc., and thereafter the Board may provide for the election of Directors and term limits in the Bylaws of the Corporation.
- D)** All Directors shall be at least eighteen (18) years of age and a U.S. Citizen.
- E)** The initial Directors appointed by Preservation SOS, Inc. at the time of incorporation are as follows;

Gloria Devall (Director)
2021 Walnut Street
Jacksonville, Florida 32206

Nicole Lopez (Director)
4045 E. 14th Street
Long Beach, California 90804

Johannes Ullrich (Director)
418 W. 7th Street
Jacksonville, Florida 32206

Mary C. Campbell (Director)
1644 Laura Street
Jacksonville, Florida 32206

ARTICLE V - CORPORATE OFFICERS

The Corporation shall at all times maintain a minimum of four (4) Officers, which shall include a President, Vice President, Secretary, and Treasurer, as provided by Chapter 617, Florida Statutes. The Corporation may, from time to time, increase the number of Officers at the direction of the Board, however, at no time will the number of Officers fall below four (4).

- A)** Officers of the Corporation shall be appointed by a majority vote of the Board of Directors at the Corporation's annual meeting, or at any time a vacancy exists.
- B)** Officers of the Corporation may be removed upon a majority vote of the Board, at any time, with or without cause.

- C) Pursuant to a vote held at the time of incorporation, the Board has appointed the following Officers of the Corporation;

Gloria Devall (President)
2021 Walnut Street
Jacksonville, Florida 32206

Nicole Lopez (Vice President)
4045 E. 14th Street
Long Beach, California 90804

Johannes Ullrich (Secretary)
418 W. 7th Street
Jacksonville, Florida 32206

Mary C. Campbell (Treasurer)
1644 Laura Street
Jacksonville, Florida 32206

ARTICLE VI - REGISTERED AGENT

The Corporation's Registered Agent shall be;

Christopher W. Wickersham, Jr., Esquire
The Law Offices of C. W. Wickersham Jr., P.A.
The Whiteway Building, Suite 205
2720 Park Street, Jacksonville Florida 32205-7645

ARTICLE VII - PRINCIPAL OFFICE

The Corporation's initial principal place of business shall be;

THIS PLACE REALLY MATTERS, Inc.
The Whiteway Building, Suite 205
2720 Park Street, Jacksonville, Florida 32205-7645

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is as follows;

Christopher W. Wickersham, Jr., Esquire
The Law Offices of C. W. Wickersham Jr., P.A.
The Whiteway Building, Suite 205
2720 Park Street, Jacksonville Florida 32205-7645

ARTICLE IX - TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE X - MEMBERS OF THE NONPROFIT

The sole initial Member of the Corporation shall be Preservation SOS, Inc., a Florida Not for Profit Corporation, whose address is 2018 Walnut Street, Jacksonville Florida 32206.

ARTICLE XI - BYLAWS

The Board of Directors, by a majority vote, may from time to time enact Bylaws governing the management, goals, administrative functions, and business activities of the Corporation wherever the Board deems such Bylaws necessary, on any subject the Board deems necessary, provided, however, that such Bylaws shall not conflict with these Articles of Incorporation or any relevant portion of Florida law.

Upon proper notice, any Bylaws enacted by the Board may be altered, rescinded, or amended upon a majority vote by the Board at any regular meeting or special meeting called for that purpose.

ARTICLE XII - AMENDMENTS

These Articles may be amended, altered, or repealed solely by Preservation SOS, Inc.

ARTICLE XIII - LIQUIDATION AND DISSOLUTION

No party shall receive any dividend or otherwise profit from any revenue generated by the Corporation's operations and activities, and further, upon any dissolution of the Corporation, any assets remaining after the payment of outstanding liabilities and the costs of the dissolution shall be distributed to the supported organization, Preservation SOS, Inc., a Florida Not for Profit Corporation duly qualified for exemption under Section 501(c)(3) of the Internal Revenue Code.

If the supported organization ceases to exist, or fails to remain an organization qualified for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, at the time of the distribution, then such distribution shall be made as determined by the Board of

Directors in the manner best suited to furthering the charitable purposes of the supported organization, provided that such distribution shall be made:

- A) Only to organizations which are qualified for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and where the recipient organization's charitable goals are similar to those of the supported organization.
- B) To a federal, state, or local government, for public purposes similar to the charitable purposes of the supported organization, in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and in accordance with Florida law.
- C) If so ordered by a court of competent jurisdiction, such distribution shall be made to another organization to be used in such manner as the court determines will best accomplish the charitable purposes of the supported organization.

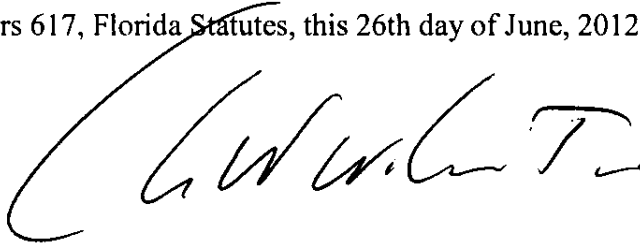
ARTICLE XIV - INDEMNITY

The Corporation shall indemnify its directors, officers, employees, and agents to the full extent allowable under Chapters 617, Florida Statutes, against any liability arising from acts performed in furtherance of the Corporation's purposes and goals as described in Article II, provided that such indemnity does not violate the provisions of Section 501(c)(3) or Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

ARTICLE XV - EFFECTIVE DATE

The effective date of Incorporation shall be the 26th day of June, 2012.

WHEREUPON the undersigned Incorporator hereby executes these Articles of Incorporation, thereby establishing THIS PLACE REALLY MATTERS, INC. as a Florida Not for Profit Corporation under Chapters 617, Florida Statutes, this 26th day of June, 2012.



CHRISTOPHER W. WICKERSHAM JR., ESQ.
Florida Bar Number: 91703
LAW OFFICES OF C. W. WICKERSHAM JR., P.A.
The Whiteway Building, Suite 205
2720 Park Street, Jacksonville, Florida 32205
(904) 302-7577 Telephone
(904) 685-8426 Facsimile
Email: cwwickersham@gmail.com
Incorporator, THIS PLACE REALLY MATTERS, Inc.

FILED
12 JUN 27 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of § 607.0501, Florida Statutes, THIS PLACE REALLY MATTERS, INC., a Not for Profit Corporation duly organized and existing under the laws of the State of Florida, hereby submits the following statement designating the Registered Agent / Registered Office in the State of Florida.

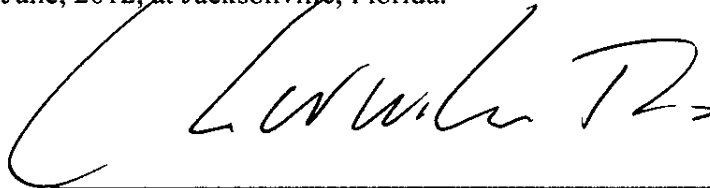
1. The name of the Corporation is: THIS PLACE REALLY MATTERS, INC.
2. The name and address of the Registered Agent and office is:

Christopher W. Wickersham, Jr., Esquire
The Law Offices of C. W. Wickersham Jr., P.A.
The Whiteway Building, Suite 205
2720 Park Street, Jacksonville Florida 32205

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

DONE this 26th day of June, 2012, at Jacksonville, Florida.



CHRISTOPHER W. WICKERSHAM JR., ESQ.
Florida Bar Number: 91703
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2720 Park Street, Jacksonville, Florida 32205
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Registered Agent, THIS PLACE REALLY MATTERS, Inc.