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Clearly Jacksonville, Inc.

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ARTICLES OF INCORPORATION
OF
CLEARLY JACKSONVILLE, INC.
(A Not-for-Profit Corporation)

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ARTICLE I - NAME AND ADDRESS

The name of the Corporation shall be **CLEARLY JACKSONVILLE, INC.**, having a principal street address of 4040 Woodcock Drive, Suite 111, Jacksonville, Florida 32207.

ARTICLE II - PURPOSE

The Corporation is organized exclusively for charitable and educational purposes; specifically, to generate awareness of the benefits of outdoor advertising for the City of Jacksonville and create opportunities for local nonprofits, emergency management and law enforcement communities to efficiently and effectively convey their time-sensitive messages with today's digital technology. To this end, the Corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE III - EXEMPTION REQUIREMENTS

At all times, the following shall operate as conditions restricting the operations and activities of the Corporation:

1. The Corporation shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers, or other private persons, except that reasonable compensation may be paid for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article II above. Such net earnings, if any, of the Corporation shall be used to carry out the nonprofit corporate purposes set forth in Article II above.

2. No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda, or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal

income tax under Section 501(c)(3) of the Code, or the corresponding provision of any future federal tax code, or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding provision of any future federal tax code.

ARTICLE IV – TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V – BOARD OF DIRECTORS

The management of the affairs of the Corporation shall be vested in a Board of Directors ("Board"), as defined in the Bylaws of the Corporation, who shall also be the members of the Corporation. No Director shall have any right, title, or interest in or to any property of the Corporation. The Corporation shall have not less than five (5) and not more than fifteen (15) Directors. The number of Directors constituting the first Board of Directors is eleven (11), whose names and addresses are follows:

<u>Name</u>	<u>Address</u>
Mike Anania 5921 Arlington Road Jacksonville, Florida 32211	James Casey 501 Riverside Plaza, 7 th Floor Jacksonville, Florida 32202
Robert Connor 501 East Bay Street Jacksonville, Florida 32202	Ennis Davis 118 West Adams Street, Suite 700 Jacksonville, Florida 32202
Ann Dugger 1935 Lane Avenue, Suite 1 Jacksonville, Florida 32210	Brenda Ezell 3560 Cardinal Point Drive, Suite 202 Jacksonville, Florida 32257
Suzie Hutto 500 Water Street Jacksonville, Florida 32202	Diane Kerr 2893 Edison Avenue Jacksonville, Florida 32254
Linda Lanier 1768 Park Terrace West Atlantic Beach, Florida 32233	Steve Williams 5300 Shad Road Jacksonville, Florida 32257
James Mace 454 Helmsman Lane Atlantic Beach, FL 32233	

Members of the first Board shall serve until the first annual meeting, at which their successors shall be duly elected and qualified, or until removed as provided in the bylaws.

ARTICLE VI – MANNER OF ELECTION

The initial Directors of the Corporation are set forth above in these Articles of Incorporation, and shall serve until the first annual meeting of the Board. Thereafter, Directors shall be elected and appointed by a majority vote of the Board at subsequent annual meetings, as provided in the Bylaws of the Corporation. Directors shall be elected by the Board for a one (1) year term. Any Director may be re-elected for a subsequent term or terms by the remainder of the Board members. The Directors remaining in office may fill any vacancies in the Board until the next annual meeting. In the selection and appointment of the Board, the Corporation shall strive to maintain diversity among Board members:

ARTICLE VII – PERSONAL LIABILITY

No officer or Director of the Corporation shall be held personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property of the officers or Directors be subject to the payment of the debts or obligations of the Corporation.

ARTICLE VIII – DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the Corporation, dispose of all of the assets of the Corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall distribute such assets to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in 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 determined, which are organized and operated exclusively for such purposes. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Code, or the corresponding section of any future federal tax code.

ARTICLE IX – REGISTERED AGENT

The name and address of the registered agent of the Corporation is:

Karl J. Sanders, Esq.
Edwards, Cohen, Sanders, Dawson & Mangu, P.A.
200 West Forsyth Street, Suite 1300
Jacksonville, Florida 32202

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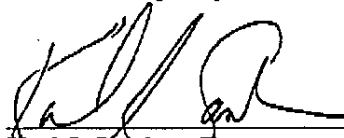
ARTICLE X - INCORPORATOR

The name and address of the incorporator of the Corporation are:

Karl J. Sanders, Esq.
Edwards, Cohen, Sanders, Dawson & Mangu, P.A.
200 West Forsyth Street, Suite 1300
Jacksonville, Florida 32202

Having been named as registered agent to accept service of process for the above named 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.


Date: October 1, 2012



Karl J. Sanders, Esq.
Edwards, Cohen, Sanders, Dawson & Mangu, P.A.
200 West Forsyth Street, Suite 1300
Jacksonville, Florida 32202

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in section 817.155, Florida Statutes.

Date: October 1, 2012



Karl J. Sanders, Esq.
Edwards, Cohen, Sanders, Dawson & Mangu, P.A.
200 West Forsyth Street, Suite 1300
Jacksonville, Florida 32202