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CAPITAL CONNECTION

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**Florida Department of State**

**Division of Corporations**

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To:

Division of Corporations  
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From:

Account Name : YOUR CAPITAL CONNECTION, INC.  
Account Number : I20000000257  
Phone : (850) 224-8870  
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**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

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TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
JACKSONVILLE SCIENCE FESTIVAL INC.**

Certificate of Status	0
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Page Count	06
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION OF  
JACKSONVILLE SCIENCE FESTIVAL, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the corporation:

**ARTICLE I  
NAME/PRINCIPAL PLACE OF BUSINESS**

The name of this corporation is Jacksonville Science Festival, Inc. The principal place in business is 47 11<sup>th</sup> Street, Atlantic Beach, State of Florida 32233.

**ARTICLE II  
SPECIFIC AND GENERAL PURPOSE**

The corporation is a non-profit corporation. Its specific and general purpose, and specific limitations are:

A. The specific and primary purpose for which this corporation is formed is to conduct an ongoing educational science program within and around the Jacksonville, Florida community.

B. The general purpose for which this corporation is formed is to operate exclusively for such educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

C. This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

D. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are no in furtherance of the purposes of this corporation.

**ARTICLE III  
DURATION**

The corporation shall have perpetual duration.

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**ARTICLE IV**  
**DEDICATION OF ASSETS**

The assets of this corporation shall be permanently dedicated to the above-referenced exempt purpose. No part of net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except 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 Article II hereof. 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 distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of the articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE V**  
**MEMBERSHIP**

The corporation may have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments as well as the method of collection thereof, shall be set forth in the bylaws.

**ARTICLE VI**  
**REGISTERED OFFICE; REGISTERED AGENT**

The street address of the initial registered office of the corporation is 2440 Mayport Road, #7,, City of Atlantic Beach, County of Duval, State of Florida. The name of the initial registered agent at such address is Mary C. Sorrell, Esquire.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by the board of directors. The number of directors of the corporation shall be three (3); provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named in this certificate of incorporation as the first board of directors shall hold office until the first meeting of the board of directors, to be held on January 10, 2011, at 10:00 a.m., at 47 11<sup>th</sup> Street, Atlantic Beach, Florida 32233, at which time an election of directors shall be held.

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Directors elected at the first annual meeting of the board of directors, and at all times thereafter, shall serve for a term of one year until the next annual meeting of the board of directors following the election of directors and until the qualification of the successors in office. Such annual meetings shall be held at 10:00 a.m., on the tenth day of January of each year at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to be served as the initial directors are as follow

<u>Name</u>	<u>Address</u>
Maro Trindel	2233 Seminole Rd., Unit 33 Atlantic Beach, FL 32233
Madaline Hill	2233 Seminole Rd., Unit 21 Atlantic Beach, FL 32233
Nadia Hionides	47 11 <sup>th</sup> Street Atlantic Beach, FL 32233

#### **ARTICLE VIII** **INCORPORATOR**

The name and street address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Mary C. Sorrell, Esquire	2440 Mayport Road, # 7 Atlantic Beach, FL 32266

#### **ARTICLE IX** **OFFICERS**

The board of directors shall elect the following officers: President, Vice-President, Treasurer and Secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the

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board of directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Maro Trendel	President	2233 Seminole Road Atlantic Beach, FL 32233
Nadla Hionides	Vice President	47 11 <sup>th</sup> Street Atlantic Beach, FL 32233
Madeline Hill	Treasurer Secretary	2233 Seminole Rd. Atlantic Beach, FL 32233

#### **ARTICLE X MODIFICATION OF BYLAWS**

Subject to the limitations contained in the bylaws and any limitations set forth in the laws of the State of Florida, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

#### **ARTICLE XI DISTRIBUTION ON DISSOLUTION**

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a non-profit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws. Any such assets not so 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.

#### **ARTICLE XII AMENDMENT**

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of a majority of the board of directors of the corporation.

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this non-profit charitable corporation under the laws of the State of Florida, have executed these articles of incorporation on October 31, 2012.

INCORPORATOR:

  
Mary C. Sorrell

**STATE OF FLORIDA:  
COUNTY OF DUVAL:**

**BEFORE ME** personally appeared **Mary C. Sorrell, Esquire**, to be well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation of **JACKSONVILLE SCIENCE FESTIVAL, INC.**, and acknowledged before me that she signed such Articles of Incorporation for the uses and purposes therein set forth.

**WITNESS** my hand and official seal at Atlantic Beach, Duval County, Florida, this 31st day of October, 2012.

Mary Anne Dupont  
Notary Public, State of Florida  
Printed Name: Mary Anne Dupont  
Commission No: DD 946778  
My Commission Expires: 1-19-2014



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**APPOINTMENT OF REGISTERED AGENT FOR CORPORATION****ACCEPTANCE OF APPOINTMENT**

TO: Department of State  
Tallahassee, Florida 32304

**CERTIFICATE DESIGNATING PLACE OF BUSINESS**  
**OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA**  
**NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 617.0501 of the Florida General Corporation Act, the following  
is submitted:

1. **JACKSONVILLE SCIENCE FESTIVAL, INC.** with its place of business at 47 11<sup>th</sup>  
Street, Atlantic Beach, Florida 32233, has named **MARY C. SORRELL, ESQUIRE**, located at  
2440 Mayport Road, # 7, Atlantic Beach, Florida 32233, as its agent to accept service of process  
within the State.

DATED this 31 day of October, 2012.

**JACKSONVILLE SCIENCE FESTIVAL, INC.**

By:   
Maro Trendel, President

Having been named to accept service of process for the above-stated Corporation, at the place  
designated in the Certificate, I hereby agree to act in this capacity, and 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 617.0505 of the Florida General Corporation Act.

Dated this 31 day of October, 2012.

  
Mary C. Sorrell, Esquire  
Registered Agent

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TALLAHASSEE, FLORIDA

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