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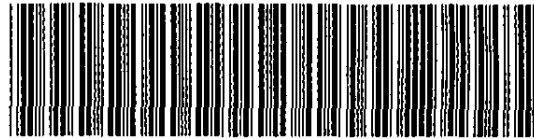
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEPARTMENT OF REVENUE

6/6/14



NORTH FLORIDA

ECONOMIC DEVELOPMENT PARTNERSHIP

Board of Directors

Alex McCoy, Chairman
*Vice President, Economic Development
Putnam County Chamber*

Julie Conley, Vice-Chair
Executive Director, Jefferson County EDC

Sheryl Rehberg, Secretary
Executive Director, CareerSource North Florida

Bobby Pickels, North Florida District Manager
Duke Energy

Gordon Crews, Commissioner
Baker County BOCC

Darryl Register, Exec. Director
Baker County Chamber of Commerce

Ross Chandler, Commissioner
Bradford County BOCC

Pam Whittle, Director
N FL Regional Chamber of Commerce

Don Taylor, Executive Director
Citrus County Economic Development Council

Stephen Bailey, Chairman
Columbia County BOCC

Jody Robson, Commissioner
Dixie County BOCC

Mike Cassidy, County Manager
Dixie County BOCC

Todd Gray, Commissioner
Gilchrist County BOCC

Bobby Crosby, County Manager
Gilchrist County BOCC

Susan Ramsey, Exec. Director
Hamilton County Development Authority

Hines Boyd, Commissioner
Jefferson County BOCC

Gail Garrard, Commissioner
Lafayette County

Ricky Lyons, Clerk of the Court
Lafayette County

Chad Johnson, Commissioner
Levy County BOCC

Dave Picklik, EDO
Nature coast Business Development Council

Rick Davis, Commissioner
Madison County BOCC

Allen Cherry, Immediate Past Chairman
*President, Madison County
Development Council*

Chip Laibl, Commissioner
Putnam County BOCC

Wesley Wainwright, Commissioner
Suwannee County BOCC

Dennis Cason, Consultant
Suwannee County

Scott Frederick, Executive Director
Taylor County Development Authority

Jim Tallman, Commissioner
Union County BOCC

Kellie Hendricks Connell
Clerk of Court
Union County BOCC

Dave Cobb, External Affairs Manager
Florida Power and Light

Scott Koons, Executive Director
NCF Regional Planning Council

Dr. James Surrency, Executive Director
NEFEC

Jeff Hendry, Executive Director
NFEDP

June 5, 2014

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

Subject: North Florida Economic Development Partnership Foundation, Inc.

Enclosed are an original and one (1) copy of the Articles of Incorporation for the North Florida Economic Development Partnership Foundation, Inc. and a check for \$87.50 to cover the expenses for the filing fee, a certified copy, and an official certificate.

Please advise me if there is additional information required in order to process this request.

With Gratitude,

Jeff Hendry
3200 Commonwealth Blvd., Suite 7
Tallahassee, Florida 32303
Phone Number: (850) 487-1870 or (850) 443-7103 (cell)
jhendry@iog.fsu.edu

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TALLAHASSEE, FLORIDA

3200 COMMONWEALTH BLVD. SUITE 7 • TALLAHASSEE, FL 32303
PHONE: 850-487-1870 • FAX: 850-487-0041

A PARTNERSHIP OF BAKER, BRADFORD, CITRUS, COLUMBIA, DIXIE, GILCHRIST, HAMILTON, JEFFERSON, LAFAYETTE, LEVY, MADISON, PUTNAM, SUWANNEE, TAYLOR AND UNION COUNTIES

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ARTICLES OF INCORPORATION

NORTH FLORIDA ECONOMIC DEVELOPMENT PARTNERSHIP FOUNDATION, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I

Section I: The name of this corporation is the North Florida Economic Development Partnership Foundation, Inc.

ARTICLE II **PRINCIPAL ADDRESS**

Section I: The Corporation's principal address is 3200 Commonwealth Blvd., Suite 7 Tallahassee, FL 32303.

ARTICLE III **PURPOSES**

Section I: This Corporation is organized and is to be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code"), including, but not limited to, promoting educational and charitable purposes related to regional economic development, fostering a positive business climate and leveraging essential resources that create, enhance and expand businesses within the 14-county North Florida Economic Development Partnership service region and any purposes hereafter adopted by the Board of Directors to the fullest extent permitted by the laws of the State of Florida for not-for-profit corporations, subject to the restrictions set forth herein.

ARTICLE IV **QUALIFICATION OF MEMBERS AND MANNER OF THEIR ELECTION**

Section I: The Members of the Corporation shall be identical with the NFEDP Board of Directors. NFEDP Foundation Board of Directors shall be elected by the NFEDP Board of Directors using the same nomination and election process as with the NFEDP Board of Directors.

ARTICLE V **BOARD OF DIRECTORS**

Section I: The number of directors shall be no less than three (3) and no more than eleven (11), of whom two (2) shall be the President and the Immediate Past President of the North Florida Economic Development Partnership. All directors shall serve until their terms shall expire or until their successors are elected or appointed. The removal, resignation, or other

departure from office of any Director shall at the same time terminate his membership in the Corporation.

Section 2. The initial Board of Directors for the Corporation includes:

Alex McCoy, President
NFEDP
% Putnam County Chamber of Commerce
1100 Reid Street
Palatka, Florida 32177

Allen Cherry, Past President
NFEDP
% MCDC
229 Pinckney Street
Madison, Florida 32340

Julie Conley, Vice President
NFEDP
% Jefferson County EDC
492 W. Walnut Street
Monticello, Florida 32344

Sheryl Rehberg, Secretary
NFEDP
% CareerSource NFL
705 E. Base Street
Madison, Florida 32340

Robert Pickels, Treasurer
NFEDP
P.O. Box 724
Port St. Joe, Florida 32457

ARTICLE VI **OFFICERS**

Section 1: The officers who are to manage this Corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as may be provided in the bylaws. The officers shall be elected, appointed or removed as provided in the bylaws.

ARTICLE VII **BYLAWS**

Section 1: The bylaws of this Corporation may be amended by the Board of Directors of this Corporation as provided in the bylaws.

ARTICLE VIII **AMENDMENTS TO ARTICLES OF INCORPORATION**

Section 1: Amendments to these Articles of Incorporation may be proposed and adopted by the Board of Directors at any regular meeting or at any special meeting called for the purpose of making or adopting amendments to these Articles of Incorporation. In order to become and be an amendment to these Articles of Incorporation, such amendment must be approved by the affirmative vote of at least two-thirds of all the members of the Board of Directors present and voting at such meeting.

ARTICLE IX MEETINGS

Section I: The annual meeting for the election of members of the Board of Directors shall be held as provided in the bylaws. The Corporation may provide in its bylaws for the holding of additional regular and any special meetings, and shall provide for the notice for all such meetings.

ARTICLE X REGISTERED AGENT

Section I: The street address of the registered office of this Corporation shall be at 3200 Commonwealth Blvd., Suite 7, in the City of Tallahassee, County of Leon, State of Florida, and the name of the registered agent at that address shall be:

Jeff Hendry
3200 Commonwealth Blvd., Suite 7
Tallahassee, Florida 32303
Phone: (850) 487-1870
Email: jhendry@iog.fsu.edu

ARTICLE XI INCORPORATOR

Jeff Hendry
3200 Commonwealth Blvd., Suite 7
Tallahassee, Florida 32303
Phone: (850) 487-1870
Email: jhendry@iog.fsu.edu

ARTICLE XII ASSETS UPON DISSOLUTION

Section I: In the event this Corporation is dissolved and ceases to exist for its stated purpose, the net assets shall be distributed and paid over absolutely to such entity as the Board of Directors may designate provided such entity performs substantially the same function as this Corporation and meets the requirements of Section 501(c)(3) of the Code.

ARTICLE XIII **RESTRICTIONS**

Section I: Notwithstanding any other provisions of these Articles, (1) the purposes for which this Corporation is organized and shall be operated shall be those specified in Section 501(c)(3) of the Code, and (2) this 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 (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE XIV **TAX EXEMPT STATUS**

Section I: Prohibition on Private Inurement. No part of the net earnings or property of the Corporation shall inure to the benefit of, or be distributed to, any member (other than a member which is exempt from Federal income tax under Section 501(c)(3) of the Code), director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in Article III hereof.

Section II: Prohibition on Lobbying/Intervention in Political Campaigns. No substantial part of the activities of the Corporation shall be 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 any candidate for public office.

Section III: Public Charity status. It is intended that the Corporation will continue to qualify as a public charity under Section 509(a) (1) of the Code; however, the following provisions shall be applicable if it is determined that the Corporation is to be treated by the Internal Revenue service as a "private foundation," for such period as the Corporation shall be classified as a private foundation. Notwithstanding anything herein to the contrary, in the event the Corporation is treated as a private foundation, the Corporation shall not take any action or omit to take any action or make any payment which would result in an avoidable tax liability under Sections 4940 through 4945 of the Code, or which could result in the termination of the Corporation's status as a private foundation under Section 507 of the Code (except actions designed to cause the Corporation to be classified as a public charity).

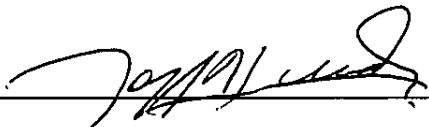
ARTICLE XV **INDEMNIFICATION**

Section I: The Corporation shall indemnify any officer, director, or employee, or any former officer, director or former employee, to the fullest extent permitted by law.

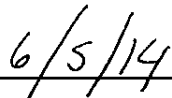
ARTICLE XVI
EFFECTIVE DATE

Section I: These Articles of Incorporation shall be effective upon filing.

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

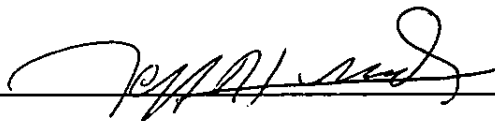


Required Signature of Registered Agent

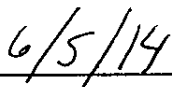


Date

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 s.817.155, F.S.



Required Signature of Incorporator



Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA