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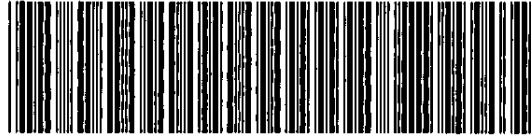
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2015 MAR -3 PM 3:46
SECRETARY OF STATE
HALLAMSBURG, IDAHO

2/6/15

COVER LETTER

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

SUBJECT: Jacksonville Community of Entrepreneurs, 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: Katherine Stewart

Name (Printed or typed)

2725 Brookwood Road

Address

Orange Park, FL 32073

City, State & Zip

(512) 289-2920

Daytime Telephone number

kate@jcoe.org

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

JACKSONVILLE COMMUNITY OF ENTREPRENEURS, INC.

ARTICLES OF INCORPORATION

ARTICLE I

NAME

1.01 Name

The name of this corporation is **Jacksonville Community of Entrepreneurs, Inc.**

ARTICLE II

DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III

PURPOSE

3.01 Purpose

Jacksonville Community of Entrepreneurs, Inc. is a not-for-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

Jacksonville Community of Entrepreneurs, Inc.'s purpose is to promote high growth start-ups in Northeast Florida by creating an inclusive, collaborative start-up ecosystem, in which knowledge, mentorship, resources, capital, and community are accessible to founders at all stages. The corporation envisions Jacksonville as deeply embedded in regional start-up activities and research, vibrant with activity and ideas, and highly attractive to local and national founders and investors.

To maximize the corporation's impact on current efforts, the corporation may seek to collaborate with other not-for-profit organizations that fall under the 501(c)(3) section of the Internal Revenue Code and are operated exclusively for educational and charitable purposes.

At times, per the discretion of the board of directors, the corporation may provide internships or volunteer opportunities which will provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

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2018 MAR -3 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3.02 Public Benefit

Jacksonville Community of Entrepreneurs, Inc. is designated as a public benefit corporation.

ARTICLE IV

NON-PROFIT NATURE

4.01 Non-Profit Nature

Jacksonville Community of Entrepreneurs, Inc. is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of **Jacksonville Community of Entrepreneurs, Inc.** shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Jacksonville Community of Entrepreneurs, Inc. is not organized and may not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation may inure to the benefit of, or be distributed to any individual. However, the corporation may pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of **Jacksonville Community of Entrepreneurs, Inc.** of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the **Jacksonville Community of Entrepreneurs, Inc.**, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the **Jacksonville Community of Entrepreneurs, Inc.** hereunder shall be selected by the discretion of a majority of the managing body of the **Jacksonville Community of Entrepreneurs, Inc.** and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the **Jacksonville Community of Entrepreneurs, Inc.** by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. Upon a finding that this

section is applicable, the court shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court finds that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

4.03 Prohibited Distributions

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 III, Section 3.01.

4.04 Restricted Activities

No substantial part of the corporation's activities may be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.05 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) 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

BOARD OF DIRECTORS

5.01 Governance

Jacksonville Community of Entrepreneurs, Inc. shall be governed by its board of directors. Directors are elected in accordance with the corporation's bylaws.

5.02 Initial Directors

The initial directors of the corporation shall be **Katherine Stewart, Raquel Steffens, and Anthony Catanese.**

ARTICLE VI

MEMBERSHIP

6.01 Membership

Jacksonville Community of Entrepreneurs, Inc. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII

AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII

ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The physical address of the corporation is:

**2725 Brookwood Road
Orange Park, FL 32073**

The mailing address of the corporation is:

**2725 Brookwood Road
Orange Park, FL 32073**

ARTICLE IX

APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:

**Katherine Stewart
2725 Brookwood Road
Orange Park, FL 32073**

ARTICLE X

INCORPORATOR

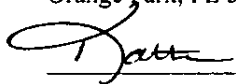
The incorporator of the corporation is:

**Katherine Stewart
2725 Brookwood Road
Orange Park, FL 32073**

Certificate of Adoption of Articles of Incorporation

I certify that the above stated Articles of Incorporation of **Jacksonville Community of Entrepreneurs, Inc.** were approved by the board of directors on **Thursday, February 26, 2015** and constitute a complete copy of Articles of Incorporation of the **Jacksonville Community of Entrepreneurs, Inc.**

Katherine Stewart
2725 Brookwood Road
Orange Park, FL 32073



Katherine Stewart
Incorporator

Acknowledgment of Consent to Appointment as Registered Agent

I, **Katherine Stewart**, agree to be the registered agent for **Jacksonville Community of Entrepreneurs, Inc.** as appointed herein. I am familiar with, and accept the obligations of the position of registered agent.

Registered Agent  _____

Date: 2-26-15