

N15000008816

Russell Voster

(Requestor's Name)

526 E PARK Ave

(Address)

(Address)

TALL. FL. 32301

(City/State/Zip/Phone #)

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Citizens For Better Nassau Co.

(Business Entity Name)

Russell Voster Broker Co. LLC

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ARTICLES OF INCORPORATION
OF
Citizens For A Better Nassau County, Inc.

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation (the "Corporation") under the laws of the State of Florida.

ARTICLE I

Name and Address

The name of the Corporation shall be **Citizens for A Better Nassau County, Inc.** and the address of the Corporation is 526 East Park Avenue, Tallahassee, Florida 32301.

ARTICLE II

Nature of Business

The Corporation shall be organized as a not-for-profit corporation under chapter 617, Florida Statutes. The Corporation is organized and shall operate exclusively for the promotion of social welfare as permitted in Section 501 (c) (4) of the Internal Revenue Code of the United States, by, including but not limited to, educating the public and providing information relating to fiscal responsibility and government accountability. No part of the Corporation's earnings shall inure to the benefit of, or be distributed 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 its purpose. The Corporation shall not engage in any activity not permitted under Section 501(c) (4) of the Internal Revenue Code of the United States.

ARTICLE III

Stock/Members

The Corporation shall not issue shares of stock, but shall consist of non-stock owning members who shall be admitted as set forth in the bylaws of the Corporation.

ARTICLE IV

Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

Samuel Elliot
526 East Park Avenue
Tallahassee, FL 32301

ARTICLE V

Term of Corporate Existence

The Corporation shall exist perpetually unless dissolved according to law. Upon dissolution of the Corporation, assets shall be distributed to a nonprofit fund, foundation, or corporation that is organized exclusively for either charitable or social welfare purposes, having established its tax exempt status under either Section 501(c) (3) or 501(c) (4) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to a state or local government, for a public purpose.

ARTICLE VI

Address of Registered Office and Registered Agent

The address of the initial registered office of the Corporation in the State of Florida shall be 526 East Park Avenue, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at the above address shall be Samuel Elliott. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

ARTICLE VII

Number of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of at least three persons, the exact number to be determined from time to time in accordance with the By-Laws. The directors shall be elected as provided in the bylaws.

ARTICLE VIII

Initial Board of Directors

The initial Board of Directors shall consist of three members. The name and street address of the members of the initial Board of Directors of the Corporation, who shall hold office until the first annual meeting of the members, and thereafter until their successors have been elected and qualified are as follows:

Bob Spaeth
82 Marsh Creek Road
Amelia Island, Florida 32034

Jimmy J. Higginbotham
43131 Thomas Creek Road
Callahan, Florida 32011

Samuel Elliott
526 East Park Avenue
Tallahassee, Florida 32301

ARTICLE IX

Officers

The corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers, including without limitation thereto, two or more Vice-Presidents, Assistant Secretaries and Assistant Treasurers. The same person may hold any two or more offices.

ARTICLE X

Transactions in Which Directors

Or Officers Are Interested

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Director (s) or officer (s) are present at or participate in the meeting of the board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

- (1) The fact of such relationship or interest disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose, without counting the votes or consents of such interested Director or Directors; or
- (2) The fact of such relationship or interest is disclosed or known to the

members entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

- (3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

(c) The Board shall not approve a transaction, which would result in an excess benefit transaction under section 4958 of the Internal Revenue Code as amended.

ARTICLE XI

Indemnification

(a) Indemnification of Directors and Officers. The corporation shall indemnify any individual who is, was, or is threatened to be made a party to a proceeding (including a proceeding by or in the right of the corporation) because such individual is or was a director or officer of the corporation, or because such individual is or was serving the corporation or any other legal entity in any capacity at the request of the corporation while a director or officer of the corporation against all liabilities and reasonable expenses incurred in the proceeding except such liabilities and expenses as are incurred because of such individual's willful misconduct or knowing violation of the criminal law. Unless the determination has been made that indemnification is not lawful, the corporation shall make advances and reimbursements for expenses incurred by a director or officer in a proceeding upon receipt of an undertaking from such director or officer to repay the same if it is ultimately determined that such director or officer is not entitled to indemnification.

(b) Indemnification of Others. The corporation may, to a lesser extent or to the same extent that it is required to provide indemnification and make advances and reimbursements for expenses to its directors and officers, provide indemnification and make advances and reimbursements for expenses to its employees and agents and others serving at the request of the corporation. The determination that indemnification is permissible, the authorization of such indemnification and the evaluation as to the reasonableness of

expenses in a specific case shall be made as authorized from time to time by general or specific action of the Board of Directors.

(c) Limitation. No indemnification shall be provided under this article to the extent that the provision of such indemnification would be violative of the provisions of the Florida Not For Profit Corporation Act.

ARTICLE XII

Financial Information

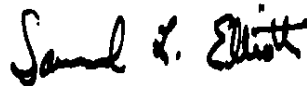
Except to the extent required by any agreement between the Corporation and its members, or as required by law, the Corporation shall not be required to prepare and provide a balance sheet or a profit and loss statement to its members, nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the members each year hereafter unless a resolution to the contrary has been adopted by the members.

ARTICLE XIII

Amendments

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon members hereunder are granted subject to this reservation.

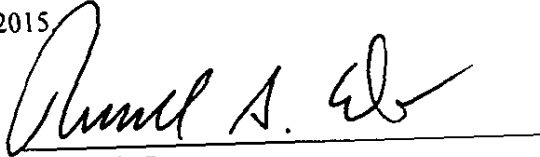
IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation has hereunto set his signature and seal this 15 day of Sept, 2015.



SAMUEL ELLIOTT

STATE OF FLORIDA
COUNTY OF LEON

Samuel L. Elliot, Jr., who is personally known to me, acknowledged this instrument
before me this 15 day of Sept, 2015



Russell S. Doster
Notary Public
My commission expires:



CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes Section 48.091 and 617.0501, the following is submitted:

CITIZENS FOR A BETTER NASSAU COUNTY, INC., desiring to organize as a not-for-profit corporation under the laws of the State of Florida, has designated 526 E Park Ave, Tallahassee, Florida 32301, as its initial Registered Office and has named Samuel Elliott, located at said address, as its initial Registered Agent.

Samuel E. Elliott

Samuel Elliott
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping the office open.

Samuel E. Elliott

Samuel Elliott

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