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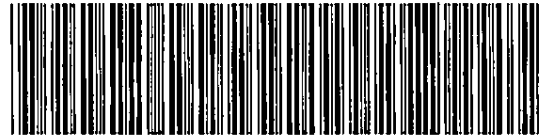
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TALLAHASSEE, FLORIDA

17 OCT 24 PM 3:06

## COVER LETTER

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

SUBJECT: Rail Yard District Business Council, 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: Carol Miller Jacksonville Area Legal Aid, Inc.  
Name (Printed or typed)

126 W Adams Street

Address

Jacksonville FL 32202

City, State & Zip

(904) 224-1572

Daytime Telephone number

annie@ecorelief.com

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

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

**ARTICLES OF INCORPORATION  
OF**

**Rail Yard District Business Council, Inc.**

A Florida "Not for Profit" Corporation

17 OCT 24 PM 3:06

ALL FLORIDA

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

**A. NAME OF CORPORATION:** The name of the corporation is Rail Yard District Business Council, Inc.

**B. PRINCIPAL OFFICE:** The principal office of the corporation is located at 1810 W Beaver Street, Ste R, Jacksonville FL 32209.

**C. MAILING ADDRESS:** The mailing address of the corporation is 1810 W. Beaver Street, Suite R, Jacksonville FL 32209.

**D. REGISTERED AGENT:** The name of the registered agent of the corporation is Annie Murphy. The address of this registered agent is 106 Stockton Street, Jacksonville, FL 32204.

**E. DURATION/MEMBERSHIP:** The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

**F. BOARD OF DIRECTORS:** The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

**G. INCORPORATOR:** The name and address of the incorporator is: Carol Miller, 126 W Adams Street, Jacksonville FL 32202.

**H. CORPORATE PURPOSES:** The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

1. The exclusive purpose of this Corporation is to engage in charitable and educational activities;
2. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment or attaining of the foregoing purpose, either directly or indirectly.
3. The Corporation shall exercise all of the foregoing purposes exclusively for purposes in such a manner that the Corporation will qualify as an exempt organization under section 501(a) of Internal Revenue Code of 1986 because it is an organizations described in section 501(c)(3) of that Code.

**I. 501(c)(3) LIMITATIONS**

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these Articles.

this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal taxation under section 501(a) of IRS Code as an organization described in section 501(c)(3) of that Code.

2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the its directors or officers, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to educational and charitable purposes no part of which shall inure to the benefit of any individual.

4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(a) of the IRS Code as an organization described in section 501(c)(3) of that Code. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

J. **INDEMNIFICATION** - Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

#### EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on October 13, 2007.




Incorporator, Carol S. Miller

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FBI  
FEDERAL BUREAU OF INVESTIGATION  
U.S. DEPARTMENT OF JUSTICE

**REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for Rail Yard District Business Council, Inc. a Florida not for profit corporation.

  
\_\_\_\_\_  
Annie Murphy

Date: 10.13.17