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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Citizens for Responsible Gov't of Jefferson County, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
CITIZENS FOR RESPONSIBLE GOVERNMENT OF JEFFERSON  
COUNTY, INC.**

The undersigned incorporator, for the purpose of forming a corporation not-for-profit (the "Corporation") under the Florida Not For Profit Corporation Act (Florida Statutes Chapter 617) (the "Act") and other applicable laws of the State of Florida, hereby executes and adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

Section 1.1 **Name.** The name of the corporation is **CITIZENS FOR RESPONSIBLE GOVERNMENT OF JEFFERSON COUNTY, INC.** (the "Corporation").

Section 1.2 **Principal Office and Mailing Address of the Corporation.** The mailing address and principal office of the Corporation are 5370 Lake Road, Monticello, FL 32344-5426.

**ARTICLE II  
PURPOSES**

Section 2.1 **Purposes.** The Corporation shall be a nonprofit corporation. The Corporation is organized **exclusively** for the promotion of social welfare within the meaning of section 501(c)(4) of the Internal Revenue Code of 1986 as amended (the "Code"), and specifically dedicated to promoting financial oversight and increased fiscal responsibility through transparency of Jefferson County, Florida local government. Notwithstanding any other provision of this certificate of incorporation, the Bylaws, or any other provision of law, the Corporation shall not carry on any activities which would cause it to fail to qualify, or to fail to continue to qualify, as (i) an organization exempt from federal income tax under Section 501(c)(4) of the Code (or the corresponding section of any future federal tax code).

**ARTICLE III  
BOARD OF DIRECTORS**

Section 3.1 **Corporate Affairs.** The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of this Corporation.

Section 3.2 **Election.** Directors shall be elected in the manner set forth in the Bylaws of the Corporation.

Section 3.3 **Number.** This Corporation shall have three (3) Directors initially. The number of Directors may be increased or reduced from time to time, as provided in the Bylaws of the Corporation; however, the Corporation shall at all times have at least three (3) Directors.

Section 3.4 **Names and Addresses of Initial Directors.** The names and addresses of the persons who are to serve as the initial Directors of the Corporation until the election or appointment of successors are as follows:

<u>Name</u>	<u>Address</u>
Douglas Darling	580 Elkins Road, Monticello, FL 32344-4485
Lynn McGrady	5370 Lake Road, Monticello, FL 32344-4485
Mike Willis	186 Willis Road, Monticello, FL 32344-4485

#### ARTICLE IV LIMITATIONS

Section 4.1 **Limitations on Actions.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director, officer or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to confer benefits on its members in conformity with the purposes set forth in Section 2.1 of these Articles. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Code, (or the corresponding provision of any future United States Internal Revenue law).

#### ARTICLE V DISSOLUTION

Section 5.1 **Dissolution.** Upon the dissolution of the Corporation, assets shall be distributed to one or more exempt purposes within the meaning of section 501(c)(3) or 501(c)(4) of the Code, or the corresponding section of any future federal tax code. Any such assets not so disposed of shall be 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 VI INITIAL REGISTERED OFFICE AND AGENT

Section 6.1 **Name and Address.** The address of the Registered Office of the Corporation is One Independent Drive, Suite 1300, Jacksonville, FL 32202-5017, and the Registered Agent at such address is F&L Corp.

#### ARTICLE VII MEMBERS

The Corporation initially shall have no members. The Corporation may have classes of members as may be determined by the Board of Directors from time to time. Each class of members shall be subject to the requirements and dues and fees as determined by the Board of Directors and shall enjoy the privileges as determined by the Board of Directors from time to

time. The Board of Directors may set and change such requirements, dues, fees, and privileges of the members in its sole discretion.

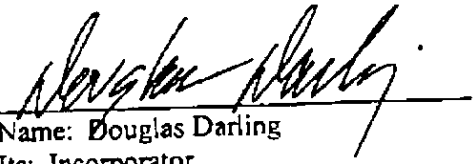
**ARTICLE VIII  
TERM OF EXISTENCE**

The date when corporate existence shall commence shall be the date of filing of these Articles of Incorporation in the office of the Secretary of State of the State of Florida and the Corporation shall have perpetual existence thereafter.

**ARTICLE IX  
INCORPORATOR**

Section 9.1 **Name and Address.** The name and street address of the incorporator of the Corporation are as follows: Douglas Darling, 580 Elkins Road, Monticello, FL 32344-4485.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand to these Articles of Incorporation for the purposes therein set forth, as of the 5<sup>th</sup> day of April, 2019.

  
Name: Douglas Darling  
Its: Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, having been named in Article VI of the foregoing Articles of Incorporation of Citizens for Responsible Government of Jefferson County, Inc. (the "Corporation") as the initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Chapter 617, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as registered agent of the Corporation.

DATED: April 5, 2019.

**REGISTERED AGENT:**

**F&L CORP.**

By: 

W. Christopher Rabil  
Authorized Signatory