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(Requestor's Name)

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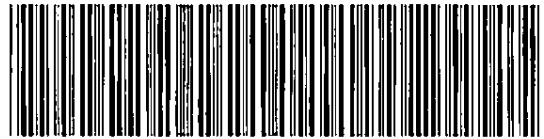
(Business Entity Name)

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TALLAHASSEE FLORIDA

J. FASON

MAY 29 2019

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COVER LETTER

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

SUBJECT: NASSAU PUBLIC- PRIVATE PARTNERSHIP, 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:

Stephanie Jerrell-Estep

(Name (Printed or typed))

77150 Citizens Circle

Address

Yulee, Florida 32097

City, State, & Zip

386-365-2252

Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
NASSAU PUBLIC-PRIVATE PARTNERSHIP, INC.**

We, the undersigned, natural persons competent to contract, hereby associate ourselves together for the purpose of becoming a Corporation not-for-profit, under the laws of the State of Florida, Chapter 617, Florida Statutes.

ARTICLE 1 NAME AND LOCATION

The name of the Corporation shall be Nassau Public-Private Corporation, Inc. Nassau P3 and NP3 are acronyms for Nassau Public-Private Partnership, Inc. and are used herein to refer to the corporation. NP3 shall be a Community Organizations Active in Disasters (COAD) Corporation. The principal place of business and mailing address of this Corporation shall be 77150 Citizens Circle, Yulee, Florida 32097. The jurisdiction is the State of Florida. The Corporation may maintain additional offices as the Board of Directors may designate. The Corporation shall continuously maintain within the State of Florida a registered office at such place as may be designated by the Board of Directors.

ARTICLE II - PURPOSE AND POWERS

Section 1

- (A) The specific and primary purpose of the Corporation is to provide a not for profit company that will foster and where appropriate, facilitate an organized, efficient, and effective response effort prior to, during, and in the aftermath of a disaster and/or humanitarian need of multiple or single families; by promoting cooperation and coordination among governmental, corporate, commercial, service/voluntary agencies, faith-based organizations, and individuals to address the four phases of a disaster: preparedness, response, recovery and mitigation within Nassau County Florida.
- (B) This Corporation is organized specifically for the charitable purposes stated above and including such purposes as necessary to secure and distribute contributions from individuals, Corporations, organizations, governmental entities, and foundations to promote these charitable and educational purposes.

Section 2

- (A) The general purposes and powers are to have and to exercise all rights and powers conferred on not-for-profit Corporations under the laws of Florida, including the power to contract and to rent, buy, personal or real property. The Corporation shall operate for purposes within the meaning of Section 501 (c) 3 of the Internal Revenue Code of 1986, Florida Statutes, Chapter 617 and 196, and Article VII, Section 3 of the Florida Constitution.

- (B) No part of the earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Corporation shall be authorized to pay reasonable compensation to services rendered and make payments and distributions in furtherance of the purposes set forth in Section 1 above.
- (C) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, the Corporation shall not participate in, or intervene in (by publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Internal Revenue Section 501 (c) (3) of the Code or the corresponding provisions of any future applicable Internal Revenue laws.
- (D) NP3 will operate as a Community Organizations Active in Disasters (COAD).

ARTICLE III – DIRECTORS

There shall be five members of the initial Board of Directors who shall be members of the Executive Board. The size of the Executive Board may be adjusted by the Board of Directors as stated in the Bylaws from time to time as they deem needed for interests of the Corporation. The names and addresses of the initial Board of Directors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
Chairperson	Stephanie Jerrell-Estep	5058 Summer Beach Blvd., Amelia Island, Florida 32034
Co- Chairperson	Malachi Clowers	3545 Saint Johns Bluff Rd. S Jacksonville, Florida 32224
Secretary	Jane Harbour	96064 Breezeway Ct. Yulee, Fl. 32097
Treasurer	Lorra Britt	32116 Settlers Ridge Dr. Bryceville, Fl.32009
Board Member	John Weller	4973 Spanish Oaks Circle Fernandina Beach, Fl. 32034

All legal and operational affairs of the Corporation shall be managed by the Chairperson, Co-chairperson, Secretary, Treasurer, and Board Member of the Corporation who collectively shall be an integral part of the Executive Board as stated in the Bylaws.

ARTICLE V – MEMBERSHIP

The Corporation shall have members. The Corporation shall be structured to have three distinct groups of members, each having specific responsibilities as stipulated in the Bylaws. These

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 NASSAU COUNTY FLA

three groups shall be: The Board of Directors, the Executive Board, and the Community Partners, with all three groups being collectively known as the general membership. Membership application and responsibilities are stated in the Bylaws.

ARTICLE VI - BY-LAWS

The Bylaws of the Corporation are to be made, altered or rescinded by affirmative vote of a majority of the members of the Executive Group present at any meeting or called for that purpose in accordance with the By-Laws.

ARTICLE VII - AMENDMENT TO ARTICLES

These articles of incorporation may be amended by the affirmative vote of two-thirds of the Executive Board at any special meeting when the proposed amendment has been set forth in accordance with the By-laws and upon notice of such meeting.

ARTICLE VIII –STOCK

The Corporation is organized under a non-stock basis.

ARTICLE IX- LIMITED LIABILITY OF DIRECTORS AND OFFICERS

The members of the Board of Directors and members of the Executive Board shall not be individually liable for the Corporation's debts or other liabilities, and their private property of such individuals shall be exempt from any corporate debts or liabilities. The power of indemnification under the laws of Florida shall not be denied or limited by the Bylaws.

ARTICLE X – INDEMNIFICATION

The Board of Directors and members of the Executive Board shall be indemnified by the Corporation to the fullest extent permissible under the laws of this state. Any person, and the heirs, executors, or administrators of such person) make or threatened to be made a party to any action, suite of proceeding by reason of the fact that he is or was a Board of Directors and members of the Executive Board shall be indemnified by the Cooptation against disbursements, incurred by him (or his heirs, executors, or administrators) in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceedings that such director or officer is liable for negligence or misconduct in the performance of his/her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Board of Directors and members of the Executive Board (or such heirs, executors, or administers) may be entitled apart from the Article.

ARTICLE XI - INCORPORATOR

The name and address of the subscriber of these articles of the corporation is:

Name: Jane Harbour Address: 96064 Breezeway Ct. , Yulee, Fl. 32097

ARTICLE XII – REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this Corporation is 77150 Citizens Circle, Yulee, Florida 32097, and the name of the initial Registered Agent is Stephanie Jerrell-Estep.

ARTICLE XIII – DURATION

This Corporation, shall have perpetual existence, unless dissolved according to law; provided, however, that upon such dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of assets of the Corporation in such manner, or to such organizations organized and operated exclusively for the purpose of the Corporation in such manner, or in such are in a stations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exhibit organization under section 501 (C) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine applicable.

IN WITNESS WHEREOF, we have subscribed our names this 7th day of May 2019.

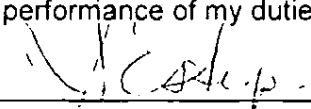
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act;

The **NASSAU PUBLIC-PRIVATE PARTNERSHIP, INC.** has named Stephanie Jerrell-Estep of 77150 Citizens Circle, Yulee, Florida 32097 , as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-captioned Corporation the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statues relative to the proper and complete performance of my duties.



STEPHANIE JERRELL, ESTEP

The street address of the initial registered office of this Corporation is 77150 Citizens Circle, Yulee, Florida 32097, and the name of the initial Registered Agent is Stephanie Jerrell-Estep.

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STEPHANIE JERRELL-ESTEP

Incorporator:


Jane Harbour