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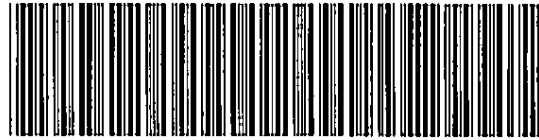
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
19 MAY 17 AM 10:03

COVER LETTER

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
19 MAY 17 PM 03

SUBJECT: Save Millers Creek, 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: Wayne E. Flowers

Name (Printed or typed)

245 RIVERSIDE AVENUE, SUITE 150

Address

Jacksonville, FL 32202

City, State & Zip

904-353-6410

Daytime Telephone number

wflowers@llw-law.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

Save Millers Creek, Inc.

(A FLORIDA NON-PROFIT CORPORATION)

FILED
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA
19 MAY 17 AM 10:03

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a non-profit corporation under the laws of the State of Florida.

ARTICLE I - Name

1.1 Name

The name of the Non-Profit Corporation shall be Save Millers Creek, Inc.

ARTICLE II - Principal Office

2.1 Address

The principal address of the corporation is:

1510 Mayfair Road
Jacksonville, FL 32207

The mailing address for the corporation is:

P.O. Box 47375
Jacksonville, FL 32247

ARTICLE III - Purpose

3.1 Purpose

Save Millers Creek, Inc. is organized exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The charitable and educational purposes include safeguarding and improving water quality in Millers Creek; enhancing navigability in Millers Creek to improve its accessibility for recreational uses, including boating and

fishing; and providing educational opportunities regarding wildlife and natural resources in and around Millers Creek.

3.2 Public Benefit Corporation

Save Millers Creek, Inc. is designated as a public benefit corporation.

ARTICLE IV – Non-Profit Nature

4.1 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Save Millers Creek, 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.

4.2 Dissolution

Upon the dissolution of Save Millers Creek, Inc., its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to the City of Jacksonville for a public purpose.

4.3 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 3.1.

4.4 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and the corporation shall

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DIVISION OF
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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.

4.5 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (1) 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 (2) 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 – Incorporators

5.1 Incorporator

The Incorporator of Save Millers Creek, Inc. is Michelle Wright, 1510 Mayfair Road Jacksonville, Florida 32207.

ARTICLE VI - Term of Non-Profit Corporate Existence

6.1 Term

Save Millers Creek, Inc. shall exist perpetually unless dissolved according to law.

ARTICLE VII. - Address of Registered Office and Registered Agent

7.1 Registered Agent

The address of the initial registered office of Save Millers Creek, Inc. in the State of Florida shall be The Law Offices of Lewis, Longman, & Walker, P.A., 245 Riverside Avenue, Suite 150, Jacksonville, Florida 32202. The name of the initial registered agent of the Corporation at the above address shall be Wayne Flowers. The Board of Directors may from time to time change the registered agent and/or office to any other address and/or agent in the State of Florida.

19 MAR 17 AM 10:04
CLERK OF SUPERIOR COURT
JACKSONVILLE, FLORIDA

ARTICLE VIII - Board of Directors

8.1 Number of Directors

The business of the Non-Profit Corporation shall be managed by a Board of Directors consisting of seven (7) people.

8.2 Initial Board of Directors

The initial Board of Directors shall consist of seven members. The names and street addresses of the members of the initial Board of Directors of Save Millers Creek, Inc., who shall hold office until the first annual meeting of the Board of Directors at which seven Board Members shall be elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Baker, Tamara	1306 Mayfair Road Jacksonville, Florida 32207
Bates, Scott	1429 Mayfair Road Jacksonville, Florida 32207
Flint, Derik	1292 Mayfair Road Jacksonville, Florida 32207
Joseph, Louis	1421 Gay Avenue Jacksonville, Florida 32207
Oster, Michael	1321 Morier Street Jacksonville, Florida 32207
Shannon, Michael	1305 Morier Street Jacksonville, Florida 32207
Wright, Michelle	1510 Mayfair Road Jacksonville, Florida 32207

8.3 Officers

Save Millers Creek, Inc. shall have a President, a Vice President, a Secretary and a Treasurer and may have additional Officers as designated by the Board of Directors pursuant to the Bylaws. Any two or more offices may be held by the same person.

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DIVISION OF CORPORATE
19 MAY 17 AM 10:04

ARTICLE IX- Indemnification

9.1 Indemnification

Every Director and employee of Save Millers Creek, Inc. shall be indemnified by Save Millers Creek, Inc. against all expenses and liabilities, including counsel fees and costs, reasonably incurred by or imposed upon him/her in connection with any action or proceeding to which he/she may be made a part, or in which he/she may become involved by reason of his/her being or having been a Director or employee at the time such expenses are incurred, except in such cases where there was or is malfeasance or misfeasance or as otherwise limited by law in the performance or omission of such duties as give rise to the subject of such action or proceeding. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or employee is or may be entitled. Save Millers Creek, Inc. shall indemnify the Legal Counsel from and against any claims brought by third parties, including counsel fees and costs, reasonably incurred by or imposed upon him/her in connection with any action or proceeding to which he/she may be made a part, or in which he/she may become involved by reason of his/her being or having been the Legal Counsel at the time such expenses are incurred, except in such cases whether there was or is malfeasance or misfeasance or as otherwise limited by law in the performance or omission of such duties as give rise to the subject of such action or proceeding.

ARTICLE X - Membership

10.1 Membership

The property owners within the boundaries of the Millers Creek Special District, a dependent special district created by Ordinance 2014-700-E, as authorized by Section 189.02, Florida Statutes, shall constitute the members of the Corporation. Additional provisions specifying the obligations of the Board of Directors shall be contained in the

SEAL OF THE CITY OF MILLERS CREEK
DIVISION OF COMMUNITY DEVELOPMENT
19 MAY 17 AM 10:04

SECRETARY OF STATE
DIVISION OF CORPORATIONS
19 MAY 17 AM 10:04

ARTICLE X - Membership

10.1 Membership

The property owners within the boundaries of the Millers Creek Special District, a dependent special district created by Ordinance 2014-700-E, as authorized by Section 189.02, Florida Statutes, shall constitute the members of the Corporation. Additional provisions specifying the obligations of the Board of Directors shall be contained in the Bylaws of Save Millers Creek, Inc. pursuant to, and in accordance with, the laws of the State of Florida.

ARTICLE XI - Amendment

11.1 Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law, by majority vote of the Board of Directors.

CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

IN WITNESS WHEREOF, the undersigned, being the original Incorporator to the foregoing Articles of Incorporation of Save Millers Creek, Inc. has hereto set her hand this 7 day of May, 2019.


MICHELLE WRIGHT

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation to which this is attached, I accept to act in this capacity, and agree to comply with the provisions of law relative to keeping the office open.

By: 
WAYNE FLOWERS