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FLORIDA PROFIT/NON PROFIT CORPORATION  
ST. JOHNS COUNTY CHAMBER OF COMMERCE FOUNDATION, INC.

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**ARTICLES OF INCORPORATION  
OF  
ST. JOHNS COUNTY CHAMBER OF COMMERCE FOUNDATION, INC.  
(A Corporation Not-For-Profit)**

The undersigned incorporator, for the purpose of forming a corporation not-for-profit 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**

The name of the corporation is **ST. JOHNS COUNTY CHAMBER OF COMMERCE FOUNDATION, INC.** (the "Corporation").

**ARTICLE II  
Principal Office and Mailing Address**

The principal office address of the Corporation is 100 Southpark Blvd., Suite 405, St. Augustine, FL 32086, and the mailing address of the Corporation is 100 Southpark Blvd., Suite 405, St. Augustine, FL 32086. The location of the principal office and mailing address shall be subject to change as may be provided in the bylaws duly adopted by the Corporation (the "Bylaws").

**ARTICLE III  
Purposes**

A. The corporation is organized and shall be operated exclusively for charitable, educational, scientific, and other purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"). Notwithstanding any other provision of these Articles of Incorporation, the Bylaws, or any other provision of law, the corporation shall not have the power to 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)(3) of the Code (or the corresponding section of any future federal tax code), or (ii) an organization to which contributions are deductible under sections 170, 2055, and 2522 of the Code (or the corresponding sections of any future federal tax code).

B. Solely in furtherance of the purposes set forth above, the specific purposes and mission of the corporation shall be to foster economic, education, and workforce initiatives to provide impact beyond the business community's normal reach.

C. The corporation shall at all times be organized and operated so as to qualify as an organization that is not a private foundation, as defined in section 509(a) of the Code (or the corresponding section of any future federal tax code). If, however, at any time or times, the corporation shall be classified as a private foundation under United States internal revenue laws, then at such time or times the corporation:

- (1) shall not engage in any act of self-dealing as defined in section 4941(d) of the Code (or corresponding section of any future federal tax code);
- (2) shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code (or corresponding section of any future federal tax code);
- (3) shall not retain any excess business holdings as defined in section 4943(c) of the Code (or corresponding section of any future federal tax code);
- (4) shall not make any investment in such manner as to subject it to tax under section 4944 of the Code (or corresponding section of any future federal tax code); and
- (5) shall not make any taxable expenditure as defined in section 4945(d) of the Code (or corresponding section of any future federal tax code).

#### **ARTICLE IV**

##### **Powers**

The Corporation shall have all powers conferred upon not for profit corporations organized under the Act but shall exercise such powers only in fulfillment of its above-stated purposes; provided, however, (i) no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office; and (ii) no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, 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 hereof.

#### **ARTICLE V**

##### **Dissolution and Liquidation**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code (or corresponding section of any future federal tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose.

#### **ARTICLE VI**

##### **Term**

The term for which the Corporation shall exist shall be perpetual.

#### **ARTICLE VII**

##### **Bylaws**

The Board of Directors of this Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purpose as they may deem necessary from time to time. Upon

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proper notice the Bylaws may be amended, altered or rescinded as provided in the Bylaws at any regular meeting or any special meeting of the Board of Directors called for that purpose.

**ARTICLE VIII**  
**Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors. The number and manner of election or appointment of Directors and their terms of office shall be as provided in the Bylaws. The initial Directors of the Corporation, who shall serve until they are replaced in accordance with the Bylaws, are as follows:

1. CECIL GIBSON
2. ORVILLE DOTHAGE
3. ISABELLE RENAULT

**ARTICLE IX**  
**Officers**

The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be provided in the Bylaws. The Officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

**ARTICLE X**  
**Registered Agent**

The name and address of the Registered Agent is Bob Porter, 100 Southpark Blvd., Suite 405, St. Augustine, FL 32086.

**ARTICLE XI**  
**Amendment of Articles of Incorporation**

These Articles of Incorporation may be amended as provided in the Bylaws.

**ARTICLE XII**  
**Incorporator**

The name of the sole incorporator of the Corporation is Erika E. Alba. The street and mailing address of the sole incorporator of the Corporation is c/o Foley & Lardner, LLP, One Independent Drive, Suite 1300, Jacksonville, FL 32202.

[Signature Page Follows.]

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The foregoing Articles of Incorporation were adopted effective June 12, 2023, by the undersigned incorporator in accordance with the requirements of the Act.



Erika E. Alba, Incorporator

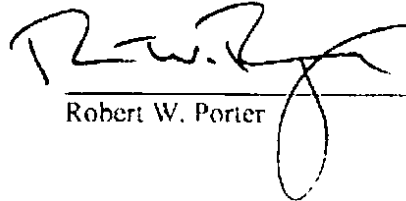
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**ACCEPTANCE OF APPOINTMENT**  
**BY REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article X of the foregoing Articles of Incorporation of ST. JOHNS COUNTY CHAMBER OF COMMERCE FOUNDATION, INC. as 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 Section 617.0501, 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, this 9<sup>th</sup> day of June, 2023.

REGISTERED AGENT:

  
Robert W. Porter

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