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Imagine Nassau, Inc.

Amended and Restated Articles of Incorporation

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**IMAGINE NASSAU, INC.  
A FLORIDA NON-PROFIT CORPORATION**

The undersigned, being Director of Imagine Nassau, Inc., a Florida non-profit corporation, and desiring to amend and restate its Articles of Incorporation, does hereby certify:

**First:** The Articles of Incorporation were filed with the Secretary of State of Florida on September 11, 2023, Document No. N23000010869.

**Second:** These Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation and all amendments to them, were adopted by all of the directors of the Corporation. To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended s herein set forth in full:

**Third:** There are no members or members entitled to vote on the amendment(s). amendment(s) was/were adopted by the board of directors on the February 29, 2024.

**ARTICLE I  
NAME**

**1.1 Name**

The name of this corporation shall be Imagine Nassau, Inc. (hereinafter referred to as the "Corporation").

**ARTICLE II  
DURATION**

**2.1 Duration**

The period of duration of the corporation is perpetual. The corporate existence will commence on the filing of these articles by the Department of State.

**ARTICLE III  
PURPOSE**

**3.1 Purpose**

The Corporation is organized exclusively for charitable, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The principal mission of the Corporation is to foster charitable and educational activities in Nassau County through charitable contributions and grants to the following Nassau County programs

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and services: Parks and Recreation, Animal Services, Fire Rescue Services, and the Conservation and Management Program.

### 3.2 Non-Profit

Imagine Nassau, Inc. is designated as a non-profit corporation.

## ARTICLE IV. BYLAWS

The corporation is a not for profit corporation. The by-laws of the Corporation are to be made and adopted by, and may be altered, amended or rescinded by the board of directors of the Corporation.

## ARTICLE V. NON-PROFIT NATURE

### 5.1 Non-profit Nature

This Corporation is organized exclusively for charitable, scientific, and educational purposes and shall at all times be consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as hereafter amended (the "Code") including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

### 5.2 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Imagine Nassau, 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.

### 5.3 Dissolution

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue 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.

### 5.4 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 directors, members, 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.

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**5.5 Restricted Activities**

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall 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.

**5.6 Prohibited Activities**

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) 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 (II) 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 VI.**  
**BOARD OF DIRECTORS**

**6.1 Governance**

Imagine Nassau, Inc. shall be governed by its board of directors.

**6.2 Initial Directors**

The Management of the Corporation shall be vested in a board of directors of not less than three (3) directors and no more than seven (7) directors. The board of directors will be elected, maintained, and appointed in accordance with the Corporation's by-laws.

The officers of the corporation shall be a president, a secretary, and a treasurer and may include other officers as may be authorized by the bylaws and elected by the directors from time to time. The officers shall be elected by the board of directors in accordance with the bylaws of the corporation.

The initial directors of the corporation shall be:

Brady Rigdon	Director	96135 Nassau Place Yulee, Florida 32097
Timothy Maguire	Director	96135 Nassau Place Yulee, Florida 32097
Holly Coyle	Director	96135 Nassau Place Yulee, Florida 32097
Jay Robertson	Director	96135 Nassau Place Yulee, Florida 32097

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### 6.3 Indemnification

The corporation shall indemnify any directors, officers, employers, and incorporators of the corporation from any liability regarding the corporation and the affairs of the corporation, unless the person fraudulently and intentionally violated the law and/or malicious conduct acts to damage and/or defraud the corporation, or as otherwise provided under the applicable statute.

## ARTICLE VII. MEETINGS

After incorporation, the appropriate directors of the Corporation shall hold an organizational meeting in accordance with Chapter 617, Florida Statutes, as amended. The board of directors of the Corporation may participate in regular or special meetings. A director participating in such a meeting is deemed present at the meeting. All meetings of the Board shall comply with the public meetings laws of the State of Florida including Chapter 286, Florida Statutes.

## ARTICLE VIII. MEMBERSHIP

### 8.1 Membership

The Corporation shall have no members.

## ARTICLE IX. AMENDMENTS

### 9.1 Amendments

Any amendment to the Articles of Incorporation may be adopted by the board of directors in accordance with the Corporation's by-laws.

## ARTICLE X. ADDRESSES OF THE CORPORATION

### 10.1 Corporate Address

The principal address and mailing address of the corporation is:

96135 Nassau Place,  
Yulee, Florida 32097

## ARTICLE XI. APPOINTMENT OF REGISTERED AGENT

### 11.01 Registered Agent

The registered agent of the corporation shall be:

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JANUARY 18, 2024

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Brandy Carvalho  
96135 Nassau Place,  
Yulee, Florida 32097

Having been appointed the Registered Agent of Imagine Nassau, Inc, and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment and agree to act in this capacity.

I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

I, Brandy Carvalho, agree to be the registered agent for Imagine Nassau, Inc. as appointed herein.

B. Carvalho

Brandy Carvalho, Registered Agent

Date: February 29, 2024

**ARTICLE XII.**  
**INCORPORATOR**

The incorporators of the corporation are as follow:

Kalpesh Patel  
96135 Nassau Place,  
Yulee, Florida 32097

IN WITNESS WHEREOF, I/We, the undersigned, have subscribed our names on this February 29, 2024 and constitute a complete copy of Articles of Incorporation of the Imagine Nassau, Inc.

Kalpesh J. Patel, Esq.

Kalpesh Patel, Incorporator

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