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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Merge Jacksonville, Inc.

DOCUMENT NUMBER: N04220

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Shane Denmark

(Name of Contact Person)

River City Revitalization, Inc.

(Firm/ Company)

7926 Westport Bay Ct.

(Address)

Jacksonville, FL 32244

(City/ State and Zip Code)

Sdenmark@bellsouth.net
s.denmark@homemark.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Shane Denmark

(Name of Contact Person)

at (904) 662.6360

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

Merge Jacksonville, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N04220

(Document Number of Corporation (if known))

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

River City Revitalization, Inc.

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

7926 Westport Bay Ct.

Jacksonville, FL 32244

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

PO BOX 442017

Jacksonville, FL 32222

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

(Attach additional sheets, if necessary)

(attach additional sheets, if necessary). (Be specific)

[illegible]

ARTICLES OF AMENDMENT:

Merge Jacksonville Incorporated (A Florida Not for Profit Corporation)

Pursuant to the provisions of section 617.1002 and 617.1006, Florida Statutes, the undersigned Florida nonprofit Corporation adopts the following articles of amendment to its articles of Incorporation.

MANNER OF ADOPTION:

The amendment(s) have been adopted by the Board of Directors and the number of votes cast for the amendment was sufficient for approval.

These Articles of Amendment were adopted by the board of directors of said organization at a regular meeting with a quorum being present which was held on November 10, 2010. This meeting of the directors met the requirements of both the Articles of Incorporation and the bylaws.

THE AMENDMENTS

The Articles of Incorporation of the Merge Jacksonville, Inc. are hereby amended as follows:

ARTICLE I NAME

The name of this Organization shall be River City Revitalization, Inc. dba/ HomeMarke

ARTICLE II PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which Corporations may be now or hereafter organized under the laws of the State of Florida.

- The Corporation shall support the purchase, rehabilitation, and sale of homes and other acts or activities which improve the Quality of Life and to help increase awareness and support of the improvement of housing in Northeast Florida and shall assist to provide affordable and quality rental housing.
- To engage in any and all activities and pursuits, and to support or assist such other organizations, as may be reasonably related to our purposes and/or to enhance the lives of those within our community with activities and services that are further identified within the By-laws of the Corporation.
- River City Revitalization shall not discriminate on the basis of age, race/ethnicity, color, class, national and/or cultural origin, sex, disability, religion, sexual orientation, gender identification or educational/economic status.

ARTICLE III 501(C) (3) POWERS

The Corporation shall have the general power to do all lawful acts, as conferred upon Corporation's not-for-profit by Section 617.021 Florida Statutes, including all those things necessary or expedient in the prosecution of the Corporation's purpose, which are necessary and desirable to carry out the purposes and

responsibility of the Corporation.

ARTICLE IV DURATION

This Corporation shall exist perpetually.

ARTICLE V MEMBERS

The Corporation shall have two classes of members who shall be designated as Founding Members and Appointed Members. The qualification for members of the Corporation and the manner in which members of the Corporation shall be admitted shall be provided in the By-laws. The Corporation may also allow other individuals, legal entities or associations to participate in the affairs of the Corporation as "members", yet such parties shall not be members within the meaning of the Florida Statutes.

ARTICLE VI BOARD OF DIRECTORS

Article VII DIRECTORS

- A. The initial number of directors of this Corporation shall be (2) members and may consist of more as fixed from time to time.

Shane Denmark
7926 Westport Bay Court
Jacksonville, Florida 32244

Zane Urbanski
7926 Westport Bay Court
Jacksonville, Florida 32244

- B. All corporate powers shall be exercised under the authority of, and the affairs of this Corporation shall be managed under the direction of the Board of Directors.
- C. The qualification for Board of Directors of the Corporation and the manner in which Board of Directors of the Corporation shall be admitted shall be provided in the By-laws.
- D. The Board of Directors of the Corporation shall be President, Vice President, Secretary and Treasurer.

ARTICLE VIII BY-LAWS

- A. The By-laws provide for the conduct of the business of the Corporation and the carrying out of its purposes, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities Of the Board of Directors; provided, however, that such By-laws shall no conflict with any of the provisions of these Articles of Incorporation,

- B. The By-laws may be amended by a majority vote of the Board of Directors.
- C. Proper notice shall be defined by the By-laws of the Corporation.

ARTICLE IX AMENDMENTS

Upon proper-notice, these Articles of Incorporation may be amended, altered, changed or repealed by majority vote of the members of the Board of Directors and all power and authority conferred hereby upon officers and the Board of Directors of the Corporation are granted subject to the further amendment of these Articles of Incorporation.

H

ARTICLE X CORPORATE LIQUIDATION AND DISSOLUTION

This Corporation is organized under a non-stock basis. In the event of dissolution, the residual asset will be turned over to one or more organizations which themselves are exempt as organizations described in 501(C)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or local Government for exclusive public purpose.

ARTICLE XI 501(c) (3) LIMITATIONS

- A. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
- B. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
- C. **"PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:
 - 1. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - 2. The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - 3. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4. The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
5. The Corporation will not make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XII INDEMNIFICATION

The Corporation shall indemnify directors, employees and agents to the full extent permitted by the Florida Non-For-Profit Corporation Act. Provided, however, that no such director, employee or agent has violated the established code of ethics. Or would violate the purposes of the Corporation as specified in Article I or would be inconsistent with the provisions of Section 501(c) (3) and Section 170 (c) (2) of the Code.

MERGE Jacksonville, Inc.

By: Shane Denmark Date: 12/30/2011
President
M. Shane Denmark
Legibly Print Name

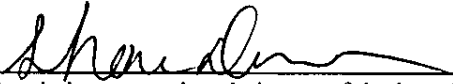
The date of each amendment(s) adoption: December 30, 2011
(date of adoption is required)

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 12/30/2011

Signature 
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

M. Shane Denmark
(Typed or printed name of person signing)

President
(Title of person signing)