

# N95000000798

Watson & Osborne  
Attorneys at Law

KEITH WATSON  
LEE S. OSBORNE  
MELANIE W. HARRIS  
WILLIAM J. JOOS

REPLY TO  
6825 ELLIANT ROAD

February 14, 1995

Secretary of State  
Division of Corporation  
Post Office Box 6327  
Tallahassee, Florida 32314

RECEIVED  
FEB 16 1995  
TALLAHASSEE, FL  
76.00

RE: PRO RODEO CHARITIES, INC.

Dear Sir/Madam:

Enclosed please find one original and one copy of Articles of Incorporation for the above-referenced corporation. Also enclosed is our firm trust account check in the amount of \$70.00, payable to the Secretary of State, in payment of the requisite filing fees.

Please acknowledge receipt and filing in your usual manner. If possible, I would appreciate your returning file-stamped copy to my office in the stamped, self-addressed envelope provided for your convenience.

Thank you for your assistance in this matter.

Sincerely yours,



Lisa Troxel  
Legal Assistant

/hd  
Encls.

3030 HARTLEY ROAD, SUITE 200  
JACKSONVILLE, FLORIDA 32257  
(904) 260-6629  
FAX (904) 260-6744

6825 ELLIANT ROAD  
JACKSONVILLE, FLORIDA 32211  
(904) 724-6111  
FAX (904) 727-6100

172 W. AVENUE SOUTH  
JACKSONVILLE, FLORIDA 32204  
(904) 249-6566  
FAX (904) 247-5724

1566 DUNN AVENUE, SUITE 2  
JACKSONVILLE, FLORIDA 32218  
(904) 757-7800  
FAX (904) 757-7527

W.P.  
2005  
2/17/95  
N95-798

ARTICLES OF INCORPORATION  
OF  
PRO RODEO CHARITIES, INC.  
A FLORIDA NON-PROFIT CORPORATION

FILED  
1985 FEB 12 11:25

ARTICLE ONE

The name of the corporation is PRO RODEO CHARITIES, INC.

ARTICLE TWO

This is a non-profit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

ARTICLE THREE

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of charity and for other charitable purposes by the distribution of its funds for such purposes, and particularly for rodeo events.

(b) The general purposes for which this corporation is formed are to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1985 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political

campaign on behalf of any candidate for public office.

#### ARTICLE FOUR

This corporation shall have a perpetual existence.

#### ARTICLE FIVE

The corporation shall have a membership distinct from the board of trustees. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be set forth in the by-laws.

#### ARTICLE SIX

The names and residence addresses of the subscribers of this corporation are as follows:

NAME

ADDRESS

John A. Semanik

2153 Holly Oaks River Drive  
Jacksonville, FL 32225

#### ARTICLE SEVEN

(a) The county in the State of Florida where the principal office for the transaction of the business of this corporation is to be located is the County of Duval.

(b) The address of the corporation and its registered agent at such address are as follows: 2120 Corporate Square Boulevard, Suite 4, Jacksonville, Florida 32216, John A. Semanik.

#### ARTICLE EIGHT

(a) Board of Trustees. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted

by a board of trustees. The number of trustees of the corporation shall be four (4); provided, however, that such number may be changed by a by-law duly adopted by the members.

The trustees named herein as the first board of trustees shall hold office until the first meeting of members, to be held on April 3, 1995, at 12:01 p.m., at 2120 Corporate Square Boulevard, Suite 4, Jacksonville, Florida 32216, at which time an election of trustees shall be held.

Trustees elected at the first annual meeting, and at all times thereafter, shall serve for a term of two (2) years until the tenth annual meeting of members following the election of trustees and until the qualification of the successors in office. Annual meetings shall be held at 12:01 p.m. on the first Monday in April of each year at the principal office of the corporation, or at such other place or places as the board of trustees may designate from time to time by resolution.

Any action required or permitted to be taken by the board of trustees under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of trustees without a meeting and that the articles of incorporation and by-laws of

this corporation authorize the trustees to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such first members of the board of trustees are as follows:

<u>NAME</u>	<u>ADDRESS</u>
John A. Semanik	2120 Corporate Square Blvd., Suite 4 Jacksonville, FL 32216
Leroy Mason	2120 Corporate Square Blvd., Suite 4 Jacksonville, FL 32216
Judy Mason	2120 Corporate Square Blvd., Suite 4 Jacksonville, FL 32216
A. Faye Cogburn	2120 Corporate Square Blvd., Suite 4 Jacksonville, FL 32216

(b) Corporate Officers. The board of trustees shall elect the following officers: CEO, President, Vice President and Secretary, and such other officers as the by-laws of this corporation may authorize the trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of trustees. Until such election is held, the following persons shall serve as corporate officers:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
John A. Semanik	2120 Corporate Square Blvd. Jacksonville, FL 32216	CEO
Leroy Mason	2120 Corporate Square Blvd. Jacksonville, FL 32216	President
Judy Mason	2120 Corporate Square Blvd. Jacksonville, FL 32216	V.P.
A. Faye Cogburn	2120 Corporate Square Blvd. Jacksonville, FL 32216	V.P./Secy.

#### ARTICLE NINE

Subject to the limitations contained in the by-laws, and any

limitations set forth in the Corporations Not for Profit law of Florida concerning corporate action that must be authorized or approved by the members of the corporation, by-laws of this corporation may be made, altered, rescinded, added to, or new by-laws may be adopted, either by a resolution of the board of trustees or by following the procedure set forth therefor in the by-laws.

#### ARTICLE TEN

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

#### ARTICLE ELEVEN

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1985, or corresponding provisions of any subsequent federal tax laws.

#### ARTICLE TWELVE

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of trustees and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of members of the corporation.

The undersigned, being the incorporator of this corporation, and the person herein named as subscriber of this corporation, for the purpose of forming this non-profit charitable corporation under the laws of Florida, has executed these articles of incorporation on the 14th day of February, 1995.

WITNESSES:

Janet Suman  
Lise Troxel

INCORPORATOR:

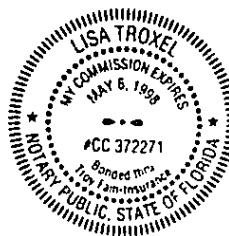
John A. Semanik

STATE OF FLORIDA  
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day, before me an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared JOHN A. SEMANIK, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this: 14th day of February, 1995.

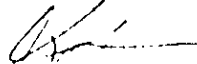
Lise Troxel  
Notary Public, State of Florida  
My Commission Expires:  
SEAL



INITIAL REGISTERED AGENT OF PRO RODEO CHARITIES, INC.

The address of the initial registered agent of the corporation is 2120 Corporate Square Blvd., Suite 4, Jacksonville, Florida 32216, and the name of its initial registered agent at such address is John A. Semanik.

By his signature below, John A. Semanik accepts designation as registered agent of Pro Rodeo Charities, Inc.

  
\_\_\_\_\_  
JOHN A. SEMANIK

3  
3  
7  
7  
3  
3  
3