

N95000001637



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 6, 1995

ROGERS, TOWERS
TALLAHASSEE, FL

SUBJECT: RIVER TOWN OF JACKSONVILLE, INC.

This letter will confirm that due to a clerical error the above referenced corporation was incorrectly filed as a PROFIT corporation. Please be advised, we have corrected our records to reflect this corporation as a NONPROFIT corporation and assigned new document number N95000001637 with the original file date of June 30, 1994.

Any annual reports submitted this office should reflect the new document number.

We sincerely apologize for any inconvenience this error may have caused you.

Should you have any questions please feel free to contact this office at the address indicated below.

Sincerely,
Doris McDuffie
Corporate Specialist Supervisor
New Filings Section

Letter number: 895A00015831

N 950000 01637

ROGERS, TOWERS ET AL.

(Requestor's Name)

106 South Monroe Street

(Address)

Tallahassee, FL 32301

(City, State, Zip)

(Phone #)

222-7200

Call Pat or Tami if questions.

OFFICE USE ONLY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
94 JUN 30 PM 1:19

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. River Town of Jacksonville, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2:30

☐ Certified Copy

☐ Mail out

☐ Will wait

☒ Photocopy

☐ Certificate of Status

Arts. of Inc.

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

KAN

6-30

ARTICLES OF INCORPORATION
OF
RIVER TOWN OF JACKSONVILLE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

94 JUN 30 PM 1:19

The undersigned, acting as the incorporator of a not-for-profit corporation pursuant to the provisions of Chapter 617, Florida Statutes, does hereby state:

ARTICLE I

Name

The name of the Corporation is:
RIVER TOWN OF JACKSONVILLE, INC.

ARTICLE II

Address

The mailing address and the location of the principal office of this Corporation shall initially be 121 West Forsyth Street, Jacksonville, Florida 32202.

ARTICLE III

Purpose

The Corporation is organized as a not-for-profit corporation exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law (the "Code") to construct and develop a building which will encompass simulated versions of actual businesses in the community. The Corporation will then operate the building as an educational facility that will, among other things, enable school students to learn about the American free enterprise system and their future roles as productive members of society by practicing real world life and career skills. The activities of the Corporation shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, director, trustee, officer, or individual. The Corporation shall not have the power to issue certificates of stock or declare dividends.

Notwithstanding any contrary provision in these Articles of Incorporation, as hereby amended, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

In the event of dissolution or final liquidation of the Corporation, the board of directors shall, after paying or making provisions for the payment of all the lawful debts and liabilities of the Corporation, distribute all of the remaining assets of the Corporation to Duval Public Education Foundation, Inc., a Florida not-for-profit corporation that is exempt from taxation pursuant to the provisions of Section 501(c)(3) of the Code, or, if Duval Public Education Foundation, Inc. is not then in existence or is not exempt from taxation pursuant to Section 501(c)(3) of the Code, then to the Duval County School Board. In the event that neither Duval Public Education Foundation nor the Duval County School Board is eligible to accept such a donation, then the remaining assets of the Corporation shall be distributed to one or more of the following: (i) a charitable organization exempt from taxation pursuant to the provisions of Section 501(c)(3) of the Code; or (ii) the federal government, or a state or local government, for public purposes.

No part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE IV

Members

Members of the Corporation shall be those individuals who, at any time, are the directors of the Corporation. The members of the Corporation shall possess no voting rights.

ARTICLE V

Directors

The number of directors shall be at least three (3), but may be such additional number as may be determined by the board of directors. All directors shall have an interest in fostering the educational purposes of the Corporation. Initially, the board shall consist of: one (1) current or past chairman of Duval Public Education Foundation, Inc.; one (1) other current or past director of Duval Public Education Foundation, Inc.; and one (1) current or past member of the Duval County School Board. In the event that the number of directors is increased, the first two (2) of such additional directors shall be members of the Duval County business community who work for businesses that are, or anticipate to be, business partners in the River Town project. In the event that the number of directors is further increased (which would make the total number of directors greater than five), then any such additional director shall be a current or past director of the Duval Public Education Foundation, Inc., a current or past member of the Duval County School Board, or a member of the Duval County business community who works for a business that is a business partner in the River Town project described in Article III hereof.

The directors of the Corporation must, at all times, be members of the Corporation. Membership in the Corporation shall, at all times, be limited as provided in Article IV of these Articles of Incorporation. In the event that a member of the Corporation ceases to be a director of the Corporation, such shall constitute automatic resignation as a member and director of the Corporation. No nonmember of the Corporation may sit as a director. The directors shall serve without compensation. The names and addresses of the persons who are to serve as the initial directors until their successors are elected are set forth below:

Name

Address

Bruce Johnson

121 West Forsyth Street
Jacksonville, Florida 32202

Barbara Harrell

1901 Service Street
Jacksonville, Florida 32207

Jack Nooney

1035 Elder Lane
Jacksonville, Florida 32207

ARTICLE VI

Address

The street address of the initial registered office of the Corporation is 1301 Gulf Life Drive, Suite 1500, Jacksonville, Florida, 32207, and the name of its initial registered agent at such address is H. Joseph O'Shields.

ARTICLE VII

Incorporator

The name and address of the incorporator to these Articles of Incorporation are as follows:

Bruce Johnson
121 West Forsyth Street
Jacksonville, Florida 32202

ARTICLE VIII

Amendments

The Articles of Incorporation of the Corporation may be amended, altered, or repealed by a two-thirds majority vote of the directors present at any annual, regular, or special meeting of the board of directors.

IN WITNESS WHEREOF, the incorporators hereto have affixed their signatures this 29th day of June, 1994.


Bruce Johnson

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

94 JUN 30 PM 1:19

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the below named corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.


1. The name of the Corporation is:

RIVER TOWN OF JACKSONVILLE, INC.
2. The name and address of the registered agent and office are:

H. Joseph O'Shields
1301 Gulf Life Drive, Suite 1500
Jacksonville, Florida 32207

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT 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.

SIGNATURE:


H. Joseph O'Shields

DATE:

29 June 1994

FILE NOW: FILING FEE AFTER MAY 1 IS \$155.00

APPROVED
AND
FILED

95 MAY -1 AM 10:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION
ANNUAL REPORT
1995



FLORIDA DEPARTMENT OF STATE
Caroline B. Mearns
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # N95000001637

1. Corporation Name

River Town of Jacksonville, Inc.

800001485228

-05/12/95--01004--018

****130.75 ****130.75

DO NOT WRITE IN THIS SPACE

Principal Place of Business
121 W. Forsyth Street, Suite 200
Jacksonville, FL 32202

Mailing Address

BONIC

3. Date Incorporated or Qualified
6/30/94

3a. Date of Last Report

4. FTT Number

Applied For

Not Applicable

5. Principal Place of Business

2a. Mailing Address

21. State Apt. #, etc.

20. State Apt. #, etc.

22. City & State

27. City & State

23. Zip

Country

28. Zip

Country

24. Zip

25. Country

29. Zip

30. Country

5. Certificate of Status Desired

\$6.75 Additional
Fee Required

6. Election Campaign Financing

\$5.00 May Be
Added to Fees

7. Nonprofit with IRS 501(c)(3)

\$68.75 Supplemental
Fee Not Required

8. This corporation has liability for intangible tax under S. 19(3)32,
Florida Statutes. ☐ Yes ☒ No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

01. Name

O'Shields, H. Joseph

02. Street Address (P.O. Box Number is Not Acceptable)

1301 Riverplace Drive

03. Suite

Suite 1500

04. City

Jacksonville

FL

05. Zip Code

32207

11. Pursuant to the provisions of Sections 607.0102 and 607.1501, Florida Statutes, the above named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of Section 607.0505, Florida Statutes.

SIGNATURE

Signature of Agent or person in charge of registered agent and the applicable

DATE (The person Agent signature required when mandating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY, ST, ZIP
President & Director	Johnson, Bruce M.	121 W. Forsyth Street, Suite 200	Jacksonville, FL 32202
Director & Secretary	Harrell, Barbara	1901 Service Street	Jacksonville, FL 32207
Director	Nooney, Jack	1035 Elder Lane	Jacksonville, FL 32207

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	NAME	STREET ADDRESS	CITY, ST, ZIP	Change	Addition
11 TITLE	12 NAME	13 STREET ADDRESS	14 CITY, ST, ZIP	<input type="checkbox"/>	<input type="checkbox"/>
21 TITLE	22 NAME	23 STREET ADDRESS	24 CITY, ST, ZIP	<input type="checkbox"/>	<input type="checkbox"/>
31 TITLE	32 NAME	33 STREET ADDRESS	34 CITY, ST, ZIP	<input type="checkbox"/>	<input type="checkbox"/>
41 TITLE	42 NAME	43 STREET ADDRESS	44 CITY, ST, ZIP	<input type="checkbox"/>	<input type="checkbox"/>
51 TITLE	52 NAME	53 STREET ADDRESS	54 CITY, ST, ZIP	<input type="checkbox"/>	<input type="checkbox"/>
61 TITLE	62 NAME	63 STREET ADDRESS	64 CITY, ST, ZIP	<input type="checkbox"/>	<input type="checkbox"/>

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath. That I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Bruce M. Johnson

4-28-95 (904) 356-7000

N95000001637

Rogers, Towers et al.

(Requestor's Name)
106 South Monroe St.

(Address)
Tallahassee, FL 32301 (222-7200)
(City, State, Zip) (Phone #)

2000015012112
+05 00005-0001-000
*****0000*****

OFFICE USE ONLY

Call Pat @ 222-7200 if problems.

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. River Town of Jacksonville Inc.
(Corporation Name) (Document #) 795000001637
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #) Amend
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☒ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
<input checked="" type="checkbox"/> Amendment	
Resignation of R.A., Officer/Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/ QUALIFICATION	
Foreign	<u>ADH</u>
Limited Partnership	<u>ADH</u>
Reinstatement	<u>ADH</u>
Trademark	<u>ADH</u>
Other	

Examiner's Initials

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
RIVER TOWN OF JACKSONVILLE, INC.

FILED
95 MAY 30 11:07
SECRET
TALLAHASSEE

Pursuant to Chapter 617, Florida Statutes, River Town of Jacksonville, Inc., a Florida not-for-profit corporation, does hereby amend its Articles of Incorporation to change its purpose as follows:

1. Article III of the Articles of Incorporation is hereby repealed in its entirety and the following is substituted therefor:

ARTICLE III

The Corporation is organized as a not-for-profit corporation exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law (the "Code"), to provide economic and community development by constructing and developing a building which will encompass simulated versions of actual businesses in the community in an economically depressed area of Jacksonville, Florida. The Corporation will then operate the building as an educational facility that will, among other things, enable school students to learn about the American free enterprise system and their future roles as productive members of society by practicing real world life and career skills. The activities of the Corporation shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, director, trustee, officer, or individual. The Corporation shall not have the power to issue certificates of stock or declare dividends.

Notwithstanding any contrary provision in these Articles of Incorporation, as hereby amended, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

In the event of dissolution or final liquidation of the Corporation, the board of directors shall, after paying or making provisions for the payment of all the lawful debts and liabilities of the Corporation, distribute all of the remaining assets of the Corporation to Duval Public Education Foundation, Inc., a Florida not-for-profit corporation that is exempt from taxation pursuant to the provisions of Section 501(c)(3) of the Code, or, if Duval Public Education Foundation, Inc. is not then in existence or is not exempt from taxation pursuant to Section 501(c)(3) of the Code, then to the Duval County School Board. In the event that neither Duval Public Education Foundation nor the Duval County School Board is eligible to accept such a donation, then the remaining assets of the Corporation shall be distributed to

one or more of the following: (i) a charitable organization exempt from taxation pursuant to the provisions of Section 501(c)(3) of the Code, or (ii) the federal government, or a state or local government, for public purposes.


No part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

2. Except as amended hereby, the Articles of Incorporation shall remain in full force and effect.

3. These Articles of Amendment were adopted by unanimous written action of the Board of Directors of the Corporation as of the 20th day of April, 1995. The members of the Corporation possess no voting rights and are not entitled to vote on this amendment.

IN WITNESS WHEREOF, the undersigned President of River Town of Jacksonville, Inc. hereby certifies that these Articles of Amendment were adopted by the Corporation on April 20, 1995.

RIVER TOWN OF JACKSONVILLE, INC.


By: Bruce Johnson
Its: President