

NOE & FOODY
ATTORNEYS AND COUNSELORS AT LAW
399 ATLANTIC BOULEVARD
SUITE 6
ATLANTIC BEACH, FLORIDA 32233

WILLIAM G. NOE, JR.
ALAN MICHAEL FOODY*
*FL. & CIA Bars

TELEPHONE 904/249-7241
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NP 5000002210

April 28, 1995

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

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-05/04/95--01076--001
****122.50 ****122.50

RE: JACKSONVILLE BEACHES LIONS CLUB, INC..

Dear Sirs:

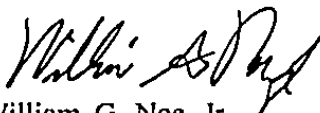
(NP)

I am enclosing herewith an original and one copy of the Articles of Incorporation of JACKSONVILLE BEACHES LIONS CLUB, INC., a Nonprofit Corporation. I am also enclosing herewith my check in the amount of \$122.50 for the following fees:


Filing fee	\$35.00
Certified Copy	52.50
Registered Agent	<u>35.00</u>
TOTAL	\$122.50

Please return a certified copy to the undersigned. Thank you for your cooperation in this matter.

Very truly yours,


William G. Noe, Jr.
WGN/dt

Enclosures


FILED
95 MAY -4 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KSK

CERTIFICATE OF INCORPORATION
OF
JACKSONVILLE BEACHES LIONS CLUB, INC.
A Florida Nonprofit Corporation

FILED
95 MAY -4 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS IS A NONPROFIT CORPORATION ORGANIZED SOLELY FOR GENERAL CHARITABLE PURPOSES PURSUANT TO THE FLORIDA NOT FOR PROFIT CORPORATION ACT.

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE: **JACKSONVILLE BEACHES LIONS CLUB, INC.**

ARTICLE II

A. THE SPECIFIC AND PRIMARY PURPOSES FOR WHICH THIS CORPORATION IS FORMED ARE TO OPERATE FOR THE ADVANCEMENT OF EDUCATIONAL AND CHARITABLE PURPOSES, BY THE DISTRIBUTION OF ITS FUNDS FOR SUCH PURPOSES. THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS AS FOLLOWS:

B. THE GENERAL PURPOSES FOR WHICH THIS CORPORATION IS FORMED ARE TO OPERATE EXCLUSIVELY FOR SUCH EDUCATIONAL AND CHARITABLE PURPOSES AS WILL QUALIFY IT AS AN EXEMPT ORGANIZATION UNDER SECTION 501(c)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, 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, NOR SHALL IT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON BY THE LAWS OF THE STATE OF FLORIDA OR BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(c)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, OR CORRESPONDING PROVISIONS OF ANY SUBSEQUENT FEDERAL TAX LAWS.

ARTICLE III

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE IV

THE PROPERTY OF THIS CORPORATION IS IRREVOCABLY DEDICATED TO EDUCATIONAL AND CHARITABLE PURPOSES, AND NO PART OF THE NET INCOME OR ASSETS SHALL EVER INURE TO THE BENEFIT OF ANY DIRECTOR, OFFICER, OR MEMBER THEREOF, OR TO THE BENEFIT OF ANY PRIVATE INDIVIDUAL, EXCEPT THAT THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED.

ARTICLE V

THE CORPORATION SHALL HAVE A MEMBERSHIP DISTINCT FROM THE

BOARD OF DIRECTORS. ANY PERSON PAYING DUES AS PROVIDED FOR IN THE BYLAWS AND AGREEING TO BE BOUND BY THE ARTICLES OF INCORPORATION OF THIS CORPORATION, BY ITS BYLAWS, AND BY SUCH RULES AND REGULATIONS AS THE DIRECTORS MAY FROM TIME TO TIME ADOPT, IS ELIGIBLE FOR MEMBERSHIP IN THE CORPORATION. THE DIRECTORS SHALL FROM TIME TO TIME PRESCRIBE THE FORM AND MANNER IN WHICH APPLICATION MAY BE MADE FOR MEMBERSHIP.

ARTICLE VI

THE NAMES AND STREET ADDRESSES OF THE SUBSCRIBERS OF THIS CORPORATION ARE AS FOLLOWS:

<u>NAME</u>	<u>ADDRESS</u>
EDWARD DENOEWER	355 MONUMENT ROAD JACKSONVILLE, FLORIDA 32225
JOHN FARNELL	4265 COQUINA DRIVE JACKSONVILLE, FLORIDA 32250
THERESA FARNELL	4265 COQUINA DRIVE JACKSONVILLE, FLORIDA 32250

ARTICLE VII

THE NAME AND STREET ADDRESS OF THE DIRECTORS OF THIS CORPORATION, WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE CORPORATION'S EXISTENCE, OR UNTIL THEIR SUCCESSORS ARE ELECTED AND HAVE QUALIFIED, ARE AS FOLLOW:

<u>NAME</u>	<u>ADDRESS</u>
EDWARD DENOEWER	355 MONUMENT ROAD JACKSONVILLE, FLORIDA 32225

JOHN FARNELL

4265 COQUINA DRIVE
JACKSONVILLE, FLORIDA 32250

THERESA FARNELL

4265 COQUINA DRIVE
JACKSONVILLE, FLORIDA 32250

ARTICLE VIII

THE COUNTY IN THE STATE OF FLORIDA WHERE THE PRINCIPAL OFFICE FOR THE TRANSACTION OF BUSINESS OF THE CORPORATION IS TO BE LOCATED IN THE COUNTY OF DUVAL. THE STREET ADDRESS AND MAILING ADDRESS OF THE CORPORATION IS 319 LIONS ROAD, JACKSONVILLE BEACH, FLORIDA 32250.

ARTICLE IX

THE NAME AND STREET ADDRESS OF THE REGISTERED AGENT OF THIS CORPORATION AND OF THE REGISTERED OFFICE IS:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM G. NOE, JR., ESQUIRE	599 ATLANTIC BOULEVARD, SUITE 6 ATLANTIC BEACH, FLORIDA 32233

ARTICLE X

THE POWER OF THIS CORPORATION SHALL BE EXERCISED, ITS PROPERTIES CONTROLLED, AND ITS AFFAIRS CONDUCTED BY A BOARD OF DIRECTORS. THE NUMBER OF DIRECTORS SHALL NOT BE LESS THAN THREE. THE METHOD OF ELECTING DIRECTORS SHALL BE STATED IN THE BYLAWS.

ANY ACTION REQUIRED OR PERMITTED TO BE TAKEN BY THE BOARD OF DIRECTORS UNDER ANY PROVISION OF LAW MAY BE TAKEN WITHOUT A MEETING, IF ALL MEMBERS OF THE BOARD OF DIRECTORS SHALL INDIVIDUALLY OR COLLECTIVELY CONSENT IN WRITING TO SUCH ACTION.

SUCH WRITTEN 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 DIRECTORS. ANY CERTIFICATES OR OTHER DOCUMENT FILED UNDER ANY PROVISION OF LAW WHICH RELATES TO ACTION SO TAKEN SHALL STATE THAT THE ACTION WAS SO TAKEN BY UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS WITHOUT A MEETING AND THAT THE ARTICLES OF INCORPORATION AND BYLAWS OF THIS CORPORATION AUTHORIZE THE DIRECTORS TO SO ACT. SUCH A STATEMENT SHALL BE PRIMA FACIE EVIDENCE OF SUCH AUTHORITY.

ARTICLE XI

THE BUSINESS OF THIS CORPORATION SHALL BE CONDUCTED BY A PRESIDENT, ONE OR MORE VICE-PRESIDENTS, A SECRETARY AND A TREASURER, AND SUCH ASSISTANTS AS THE BOARD OF DIRECTORS MAY FROM TIME TO TIME PROVIDE FOR. THE METHOD OF ELECTION OF OFFICERS SHALL BE STATED IN THE BYLAWS. THIS CORPORATION MAY PRESCRIBE AND MAKE SUCH OTHER PROVISIONS BY PROPER BY-LAWS AS THE CORPORATION MAY DESIRE FOR THE REGULATION OF THE BUSINESS AND FOR THE CONDUCT OF THE AFFAIRS OF THE CORPORATION, AND ANY PROVISION CREATING, DIVIDING, LIMITING, AND REGULATING THE POWERS OF THE CORPORATION, THE DIRECTORS AND STOCKHOLDERS; PROVIDED SUCH PROVISIONS ARE NOT CONTRARY TO THE LAWS OF THE STATE OF FLORIDA.

ARTICLE XII

SUBJECT TO THE LIMITATIONS CONTAINED IN THE BYLAWS, 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, BYLAWS OF THIS CORPORATION MAY BE MADE, ALTERED, RESCINDED, ADDED TO, OR NEW BYLAWS MAY BE ADOPTED, EITHER BY A RESOLUTION OF THE BOARD OF DIRECTORS OR BY FOLLOWING THE PROCEDURES AS SET FORTH THEREFOR IN THE BYLAWS.

ARTICLE XIII

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 NONPROFIT FUND, FOUNDATION, OR CORPORATION WHICH IS EXCLUSIVELY ORGANIZED AND OPERATED FOR CHARITABLE PURPOSES AND WHICH HAS ESTABLISHED ITS TAX EXEMPT STATUS UNDER SECTION 501(c)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, OR CORRESPONDING PROVISIONS OF ANY SUBSEQUENT FEDERAL TAX LAWS.

ARTICLE XIV

AMENDMENTS TO THESE ARTICLES OF INCORPORATION MAY BE PROPOSED BY A RESOLUTION ADOPTED BY THE BOARD OF DIRECTORS AND PRESENTED TO A QUORUM OF THE MEMBERS FOR THEIR VOTE. AMENDMENTS MAY BE ADOPTED BY A TWO-THIRDS VOTE OF A QUORUM OF MEMBERS OF

THE CORPORATION. NO AMENDMENT SHALL BE ALLOWED WHICH WOULD IMPAIR THE NONPROFIT OR TAX EXEMPT STATUS OF THE CORPORATION.

ARTICLE XV

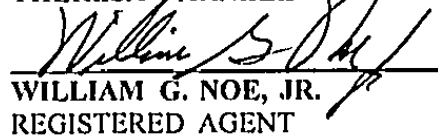
NOTWITHSTANDING ANYTHING TO THE CONTRARY IN THESE ARTICLES OF INCORPORATION OR THE BYLAWS, THE CORPORATION WILL BE SUBORDINATE TO AND SUBJECT TO THE AUTHORITY OF THE INTERNATIONAL ASSOCIATION OF LIONS CLUBS, ITS RULES, REGULATIONS AND BYLAWS, AND ANY SUCH CONFLICTING PROVISIONS SHALL BE NULL AND VOID AND THE INTERNATIONAL CONSTITUTION AND BYLAWS SHALL GOVERN IN SO FAR AS THE SAME ARE LAWFUL AND NOT IN CONFLICT WITH ANY LAWS OF THE STATE OF FLORIDA OR THE UNITED STATES OF AMERICA.

WE, THE UNDERSIGNED, BEING THE INCORPORATORS OF THIS CORPORATION, FOR THE PURPOSE OF FORMING THIS NONPROFIT CHARITABLE CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, HAVE EXECUTED THESE ARTICLES OF INCORPORATION ON APRIL 28, 1995.


EDWARD DENOEWER


JOHN FARNELL


THERESA FARNELL


WILLIAM G. NOE, JR.
REGISTERED AGENT

I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT OF JACKSONVILLE BEACHES LIONS CLUB, INC.


WILLIAM G. NOE, JR.

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME THIS DAY PERSONALLY APPEARED WILLIAM G. NOE, JR., AS REGISTERED AGENT, AND EDWARD DENOEWER, JOHN FARNELL AND THERESA FARNELL, AS INCORPORATORS, TO ME WELL KNOWN AND KNOWN TO ME TO BE THE PERSONS DESCRIBED HEREIN AND WHO ACKNOWLEDGED TO AND BEFORE ME THAT THEY SUBSCRIBED THEIR NAMES TO SAID CERTIFICATE OF INCORPORATION AS THE REGISTERED AGENT AND INCORPORATORS FREELY AND VOLUNTARILY FOR THE USES AND PURPOSES THEREIN EXPRESSED.

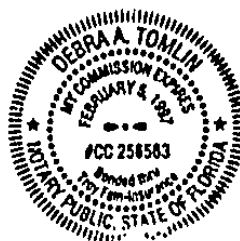
WITNESS MY HAND AND OFFICIAL SEAL AT ATLANTIC BEACH, DUVAL COUNTY, FLORIDA, THIS 26th DAY OF APRIL, 1995.



NOTARY PUBLIC

PRINTED NAME: DEBRA A. TOMLIN

MY COMMISSION EXPIRES: _____



FILED
95 MAY -4 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA