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TO: DIVISION OF CORPORATIONS

DEPARTMENT OF STATE

STATE OF FLORIDA

409 EAST GAINES STREET

TALLAHASSEE, FL 32399

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NAME: THE WHARF CHARITY, INC.

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ARTICLES OF INCORPORATION

OF

THE WHARF CHARITY, INC.
(A Corporation Not-For-Profit)

ARTICLE I

Name

The name of this corporation is The Wharf Charity, Inc. (the "Corporation").

ARTICLE II

Authority

The Corporation is organized pursuant to the Florida Not for Profit Corporation Act set forth in Chapter 617 of the Florida Statutes as a not for profit corporation.

ARTICLE III

Purposes

This is a not-for-profit corporation organized solely for general not-for-profit purposes pursuant to the Florida Not for Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

The purpose of the Corporation is to conduct the Annual Charity Drum Fishing Tournament (the "Fishing Tournament") and to provide a source of funds for qualified charitable organizations (the "Qualified 501(c)(3) Organizations") that are tax-exempt for federal income tax purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States Revenue law. After the Corporation pays the expenses associated with conducting the Fishing Tournament for that calendar year, and the Board of Directors establishes a reserve for operating expenses for the next calendar year's Fishing Tournament, the balance of the moneys held by the Corporation shall be made as grants to those Qualified 501(c)(3) Organizations, designated by the Board of Directors by their discretion, which agree to use the funds for the exclusive purpose of conducting charitable activities to benefit those individuals who reside in Duval County, Florida.

Prepared by:
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P. O. Box 4099
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(904) 354-1100
Fla Bar #0995053

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ARTICLE IV Restrictions

Notwithstanding any other provisions in these Articles, (1) the purposes for which this corporation is organized and shall be operated are exclusively charitable within the meaning of Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue law, (2) this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue law, and (3) all activities of the corporation shall be carried on and all of the funds of the corporation, whether income or principal, and whether acquired by gift, contribution, or otherwise, shall be used so that no part of the net earnings of the corporation will in any event or at any time inure to the personal benefit of, or be distributable to, any member, director, officer or trustee of the corporation or to any private organization or individual; provided, however, that reasonable compensation may be paid to any member, officer, director or trustee of the corporation in exchange for services actually rendered to or for the benefit of the corporation in furtherance of one or more of its purposes stated above.

ARTICLE V Qualification of Members

The initial membership of this Corporation shall constitute the individuals named as Directors in these Articles. Thereafter, the membership shall constitute those persons who shall have been elected as directors, as well as, such other persons of good moral character as may become members by a two-thirds vote of the existing membership. The Corporation shall have one class of members and no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote. The members of this Corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this Corporation. Members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to any assessments.

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ARTICLE VI
Incorporators

The name and residence of the incorporator is:

RAX CO.
50 N. Laura Street
3400 Barnett Center
Jacksonville, FL 32202

ARTICLE VII
Officers

1. The officers of the Corporation shall be a Chairman, a Vice Chairman, a Secretary, and a Treasurer, and such other officers as may be provided in the Bylaws.
2. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

Office

Name

Chairman
Vice Chairman
Secretary
Treasurer

Tom Hopper
Grady Braddock
Richard Berry
David Weisman

3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

ARTICLE VIII
Board of Directors

1. The number of directors of the Corporation shall be equal to the number of individuals who are to serve as directors until the first annual meeting of the Corporation as provided below. The number may be increased or decreased from time to time, by the Bylaws, but shall never be less than three (3).

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2. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.
3. The names and addresses of the persons who are to serve as directors until the first annual meeting of the Corporation, are:

<u>Name</u>	<u>Address</u>
Warren Alvarez	1350 Tradeport Drive Jacksonville, FL 32218
Richard Berry	P.O. Box 26064 Jacksonville, FL 32226-6064
Grady Braddock	5320 Springfield Blvd. Jacksonville, FL 32208
Jake Godbold	14667 Capstan Drive Jacksonville, FL 32226
George Hammock	9172 August Drive Jacksonville, FL 32226
Tom Hopper	8132 Trout River Drive Jacksonville, FL 32208
Marvin Nipper	8074 North Main Street Jacksonville, FL 32208
Frank Stallwood	P.O. Box 26329 9640 Eastport Road Jacksonville, FL 32226-6329
David Weisman	8137 North Main Street Jacksonville, FL 32208
Charles Lancaster	8132 Trout River Drive Jacksonville, FL 32208

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ARTICLE IX
Bylaws

1. At the initial meeting of the Corporation, the members of this Corporation may adopt such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary, provided the same shall not be inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or the United States.
2. Upon proper notice, the Bylaws may be amended, altered or rescinded as provided in the Bylaws.

ARTICLE X
Amendments

1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a two-thirds majority vote of those members entitled to vote.
2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendments.

ARTICLE XI
Location

The address of the corporation shall be at 50 N. Laura Street, 3400 Barnett Center, in the City of Jacksonville, County of Duval, State of Florida.

ARTICLE XII
Tax Exempt Status

1. No part of the net earnings or property of the Corporation shall inure to the benefit of, or be distributed to, any member, other than a member which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payment and distributions and furtherance of the purposes set forth in Article III hereof.

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2. The Corporation shall not have the power to declare dividends.
3. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
4. Notwithstanding any provision of these Articles, 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 Internal Revenue Code of 1986, (or the corresponding provision of any future United States Internal Revenue Law).
5. Notwithstanding anything herein to the contrary, the Corporation shall not take any action or omit to take any action or make any payment which would result in an avoidable tax liability under Internal Revenue Code 1986 Sections 4940 through 4945 (or the corresponding provision of any future United States Internal Revenue Law), or could result in termination of the Corporation's status as a private foundation under Internal Revenue Code of 1986, Section 507, (or the corresponding provision of any future United States Internal Revenue Law).
6. During such period, or periods, as the Corporation may be treated as a "private foundation" pursuant to Section 509 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), the directors must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax under Section 4942 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). The Corporation is prohibited from: (i) engaging in any act of self-dealing (as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law)); (ii) retaining any excess business holding (as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law)) which would subject the Corporation to tax under Section 4945 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); (iii) making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code of 1986 (or the corresponding provision of any

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future United States Internal Revenue Law); (iv) retaining any assets which would subject the Corporation to tax under Section 4944 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) if the directors have acquired such assets; and (v) making any taxable expenditures (as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law)).

ARTICLE XIII **Meetings**

1. The annual meeting for the election of members of the Board of Directors shall be held as may be provided in the Bylaws.
2. The Corporation may provide in its Bylaws for the holding of additional regular meetings and any special meetings, and shall provide notice of all such meetings.

ARTICLE XIV **Distribution of Assets Upon Dissolution**

Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more Qualified 501(c)(3) Organizations which agree to use the funds for the exclusive purpose of providing services to those individuals residing within the boundaries of Duval County, Florida. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations which are Qualified 501(c)(3) Organizations as said Court shall determine.

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ARTICLE XV
Indemnification

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the full extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 16 day of June, 1995, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.

PAX CO., a Florida corporation

By: 

David A. Webster
Its Vice President

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Not for Profit Corporation Act, the following is submitted, in compliance with said statute:

That the Wharf Charity, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named RAX CO., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states it is familiar with §607.0501, Florida Statutes.

RAX CO.

Date: 16 June 95

By: [Signature]
Its Vice President

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