

N95000003602

FRED KESTER  
(Requestor's Name)  
3044 SOUTH SHORE BLVD  
(Address)  
JACKSONVILLE FL 32216 645-3849  
(City, State, Zip) (Phone #)

OFFICE USE ONLY

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-07/31/95--01006--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

1. Jacksonville Employees Alliance  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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

NEW FILINGS	
<input 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

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95 JUL 31 AM 11:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BE  
6/31/95

Examiner's Initials

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95 JUL 31 AM 11:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
JACKSONVILLE EMPLOYEE ALLIANCE, INCORPORATED**

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, all of whom are residents of Florida, and all of whom are of full aged, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

**ARTICLE I**

**Name**

The name of the corporation is JACKSONVILLE EMPLOYEE ALLIANCE, INCORPORATED, hereinafter called the "Association".

**ARTICLE II**

**Initial Registered Office and Agent**

The initial registered office of the Association is 9831-7 Beach Boulevard, Jacksonville, Florida 32246. The initial registered agent of the Association is W. Fred Kestler, whose mailing address is P. O. Box 17174, Jacksonville, Florida 32245-7174. The principal business office of the Association is 9831-7 Beach Boulevard, Jacksonville, Florida 32246, and the office of the Association may thereafter be at such place as the Board of Directors may designate from time to time.

**ARTICLE III**

**Purpose and Powers of the Association**

This Association does not contemplate pecuniary gain or profit to the members thereof ("Members").

A. **Purpose.** The specific purposes for which it is formed are: (a) to promote and further the development of employees and to enhance employer-employee relations, generate a spirit of cooperation and good will among employees and enrich the lives of individual employees and their families; (b) to foster cooperation, understanding and positive relationships among its members; (c) to benefit its members by promoting programs in the areas of wellness, continuing education, recreation/leisure activities, consumer savings and community awareness.

B. **Powers.** The powers which it has are: (a) participate in mergers and consolidations with other non-profit corporations organized for the same purposes; (b) have and exercise any and all powers, rights and privileges which a corporation organized under the Corporations Not for Profit Law of the State of Florida by law may now or hereafter have or exercise and not in conflict with these Articles; (c) employ personnel to perform the support services required for the proper operation of the Association; and (d) contract with the Board of Directors for the management of the Association through the performance of their duties.

**ARTICLE IV**

**Qualification of Members**

All Employers possessing the necessary qualifications, as established by the By-Laws, and upon the approval of the Board may be admitted to membership.

To achieve the purposes of the Association, there shall be no discrimination because of race, religion, sex, age, handicap, or national origin.

## ARTICLE V

### Voting Rights

All voting rights shall be executed in accordance with the By-Laws.

## ARTICLE VI

### Board of Directors

The affairs of this Association shall be managed by a Board of Directors consisting of three (3) Directors whose responsibilities shall be performed in accordance with the By-laws. Directors shall be appointed in accordance with the By-laws. The names and addresses of the persons who are to sit in the capacity of Directors until the appointment of their successors in accordance with the By-Laws are:

<u>Name</u>	<u>Address</u>
W. Fred Kestler	3044 Southside Boulevard Jacksonville, Florida 32216
Sherry J. Farrell	11247 San Jose Boulevard #1010 Jacksonville, Florida 32223
Wynona A. Fetchero	1474 Fruit Cove Forrest Road N Jacksonville, Florida 32259

If any vacancy shall occur in the first Board of Directors before the appointment and qualification of their successors, said vacancy shall be filled by the remaining Directors on such Board.

## ARTICLE VII

### Officers

The Association shall be administered by the Officers as designated in the By-Laws. The Officers shall be appointed by the Board and shall serve at the pleasure of the Board. The names and addresses of the Officers who shall serve until their successors are designated by the Board are as follows:

<u>Name</u>	<u>Address</u>
W. Fred Kestler President	3044 Southside Boulevard Jacksonville, Florida 32216
Wynona A. Fetchero Vice President	1474 Fruit Cove Forrest Road N Jacksonville, Florida 32259
Sherry J. Farrell Secretary/Treasurer	11247 San Jose Boulevard #1010 Jacksonville, Florida 32223

## ARTICLE VIII

### By-Laws

The first By-Laws of the Association shall be adopted by the Board and may be altered, amended or rescinded by the Board in the manner provided by the By-Laws.

## ARTICLE IX

### Indemnification

Every Director and Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by, or imposed upon him, in connection with any proceeding or settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Association, whether or not he is a Director or Officer of the Association at the time such expenses are incurred, but the provisions of this Article shall not apply if a Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of a settlement, the indemnification provided herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled.

## ARTICLE X

### Dissolution

The Association may be dissolved in the manner provided by the laws of Florida. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

## ARTICLE XI

### Term

Existence of the Association shall commence with the filing of these Articles of Incorporation with Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

## ARTICLE XII

### Amendments

Amendments to these Articles shall be proposed and adopted in the following manner:

- (a) A notice of the subject matter of the proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.
- (b) A resolution for the adoption of the proposed amendment may be proposed by the Board. Board of Directors not present in person or by proxy at a meeting considering an amendment may express their approval in writing provided that such approval is delivered to the Secretary of the Association at or prior to the meeting. Amendment of these Articles shall require the assent of a majority of the Board of Directors.
- (c) A copy of each amendment shall be filed with the Secretary of State and recorded among the public records of Duval County, Florida.

ARTICLE XIII

Incorporators

The names and residences of the Incorporators of these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
W. Fred Kestler	3044 Southside Boulevard Jacksonville, Florida 32216
Sherry J. Farrell	11247 San Jose Boulevard #1010 Jacksonville, Florida 32223
Wynona A. Fetchero	1474 Fruit Cove Forrest R. Jacksonville, Florida 32259

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the Incorporators of this Association, have executed these Articles of Incorporation this 26 day of July, 1995.

W. Fred Kestler  
W. Fred Kestler

Sherry J. Farrell  
Sherry J. Farrell

Wynona A. Fetchero  
Wynona A. Fetchero

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 26<sup>th</sup> of July, 1995, by W. Fred Kestler, Sherry J. Farrell and Wynona A. Fetchero. They are individuals personally known to me and they did not take an oath.

Patsy A. Hite  
Patsy A. Hite  
(typed name)  
Notary Public, State of Florida

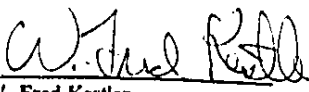
My Commission Expires:

PATSY A. HITE  
NOTARY PUBLIC, STATE OF FLORIDA  
My commission expires Feb. 17, 1998  
Commission No. CC 347298

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, having been designated and appointed as registered agent of JACKSONVILLE EMPLOYEE ALLIANCE, INCORPORATED, in the foregoing Articles of Incorporation, does hereby accept the said appointment and designation as registered agent, to act as contemplated by the Florida General Corporation Act.

DATE: July 27, 1995

  
W. Fred Kestler

FILED  
95 JUL 31 AM 11:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA