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

1. River City Bumble, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
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<input type="checkbox"/>	Profit
<input checked="" 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

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

B. BROWN FEB 12 1996

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
RIVER CITY RUMBLE, INC.  
a Florida not-for-profit corporation

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ARTICLE 1  
NAME

The name of the corporation is RIVER CITY RUMBLE, INC. (the "Corporation"), whose principal place of business is the same as its Registered Office.

ARTICLE 2  
DURATION

The term of duration of the corporation shall be perpetual.

ARTICLE 3  
PURPOSES, LIMITATIONS AND DISSOLUTIONS

Section 3.1 Purposes. The corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Revenue Law (the "Code").

Section 3.2 Limitations. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 3.1 of this Article. No substantial part of the activities of the corporation shall be the carrying 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. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by an organization exempt from federal income taxation under Section 501(c)(3) of the Code; or (b) by any organization contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3.3 Dissolution. Upon the dissolution of the corporation, the board of directors shall distribute the assets of the corporation in accordance with applicable law, and to the extent not inconsistent therewith shall, after paying or making adequate provision for the payment of the liabilities and obligations of the corporation, and after the return, transfer, or conveyance of assets which are held by the corporation under a

condition requiring their return, transfer or conveyance by reason of dissolution, shall distribute all of the assets of the corporation exclusively for the purposes of the corporation, to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes and having its or their principal place of business in Duval County, Florida, as the board of trustees shall determine; provided, however, that any organizations to which assets are distributed pursuant to this paragraph shall, at the time, qualify as an organization exempt from federal income taxation under Section 501(c)(3) of the Code.

#### ARTICLE 4 POWERS

Subject to the restrictions and limitations set forth in Article 3, the corporation shall have and may exercise all powers, rights and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including but not limited to the power, right and authority to elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation; to make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income; to conduct its affairs, carry on its operations, and have offices and exercise its powers in any state, territory, district or possession of the United States or any foreign country; to purchase, take, receive, lease, take by gift, devise, or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated; or acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interest thereunder or therein; to sell, convey, mortgage, grant security interest in, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets: to purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests, in or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality, or of any instrumentality thereof; to lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loans or invested; to make donations for the public welfare or for charitable, educational, scientific or other similar purposes; and to exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is

organized, including the power to make guaranties when doomed by the board of directors to be in furtherance of such purposes or purposes.

ARTICLE 5  
MEMBERSHIP

Section 5.1 Nonstock Basis. The corporation is organized upon a nonstock basis and shall not issue shares of stock. Membership may be evidenced by a certificate of membership.

Section 5.2 Members. The members of the corporation shall be those persons who shall from time to time constitute the board of directors of the corporation.

Section 5.3 No Voting Rights Members of the corporation, as such, shall have no voting rights.

ARTICLE 6  
BOARD OF DIRECTORS

Section 6.1 Board of Directors. All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, the board of directors, except as otherwise provided by law or in these Articles or the Bylaws of the corporation.

Section 6.2 Number and Election. The number of directors constituting the initial board of directors is four (4). The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than three (3) nor more than fifteen (15). The directors, including any ex officio directors who may be provided for in the bylaws of the corporation, shall be elected or appointed in such manner and to serve for such terms as shall be provided in the bylaws of the corporation.

Section 6.3 Directors. The name and address of each person who is to serve as a director until death, resignation or removal, or the election or appointment and qualification of the successor, is as follows:

<u>Name</u>	<u>Address</u>
David B. Ballantine	567 Thomas Stone Court Orange Park, FL 32073
Joel Raymond Moore	109 New Berlin Road Jacksonville, FL 32218

Gerald M. Disch

207 Oak Street  
Neptune Beach, FL 32266

Robert F. Burris

255 Northridge Drive  
Orlando Park, FL 32257

**ARTICLE 7**  
**INDEMNIFICATION**

Subject to the bylaws, the board of directors is hereby specifically authorized to make provisions for indemnification of trustees, officers, employees and agents to the full extent permitted by law.

**ARTICLE 8**  
**BYLAWS**

Bylaws, not inconsistent with law or these Articles, for the administration of the affairs of the corporation and the exercise of its corporate powers, shall be adopted and may be changed, amended and repealed only by the approval of two-thirds (2/3) of the members of the board of directors of the corporation.

**ARTICLE 9**  
**AMENDMENTS**

These Articles of Incorporation may be amended only by the members of the corporation.

**ARTICLE 10**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the corporation is 567 Thomas Stone Court, Jacksonville, Florida 32073, and the name of its initial registered agent at such address is David B. Ballantine.

**ARTICLE 11**  
**INCORPORATOR**

The name and street address of the incorporator of the corporation is:

David B. Ballantine

567 Thomas Stone Court  
Jacksonville, FL 32073

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 8th day of February, 1996, by David B. Ballantino, who has produced BellSouth Employment Badge as identification.



Michelle M. Henderson  
Notary Public, State of Florida  
Print Name: Michelle M. Henderson  
Commission No.: CC 435377  
Commission expires: 01/25/99

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**ARTICLE 12**  
**CERTIFICATE NAMING AGENT UPON WHOM**  
**PROCESS MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That RIVER CITY RUMBLE, INC., a corporation duly organized and existing under the laws of the State of Florida, with its registered office being at 567 Thomas Stone Court, Jacksonville, Florida 32073, County of Duval, State of Florida, has named David B. Ballantine, as its registered agent to accept service of process within this state.

February 8, 1996  
Date

  
\_\_\_\_\_  
David B. Ballantine

**ACCEPTANCE**

Having been named to accept service of process from the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Florida Statutes relative to keeping open said office.

February 8, 1996  
Date

  
\_\_\_\_\_  
David B. Ballantine

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation this 8th day of February, 1996.

  
\_\_\_\_\_  
David B. Ballantine, Incorporator

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