

N96000003136

Thomas A. Larkin

ATTORNEY AT LAW

4630 Rogers Road
Jacksonville Florida 32211

Jacksonville (904) 743 4936
Lake Butler (904) 496 2400
Lac Smile (904) 743 6051

February 8, 1996

Corporation Division
Secretary of State
The Capitol
Tallahassee, Florida 32304

RE: Articles of Incorporation - BARCAP OF FLORIDA, INC.

Dear Secretary:

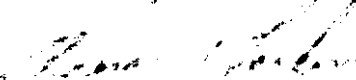
Enclosed please find the original and one fully conformed copy of the Articles of Incorporation of BARCAP OF FLORIDA, INC., which includes the designation and acceptance of Registered Agent, along with the registered office for service of process, for filing in the office of the Secretary of the State of Florida.

Also enclosed is a check in the amount of \$122.50 in payment of the following:

| | |
|--|-----------|
| Filing Fee | \$ 35.00 |
| Certified copy of the Articles of Incorporation | 52.50 |
| Registered Agent Designation | 35.00 |
| | \$ 122.50 |

Would you please return the Certified Copy of the Articles of Incorporation to the undersigned as soon as possible.

Sincerely,



THOMAS A. LARKIN

TAL/nel

Enclosures

SAB
6/12/96

ARTICLES OF INCORPORATION
OF
BARCAP OF FLORIDA, INC.
A Non-profit Corporation

We, the undersigned incorporators of these Articles of Incorporation, natural persons competent to contract, hereby form a not for profit corporation under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I. NAME

The name of this corporation shall be **BARCAP OF FLORIDA, INC.**

ARTICLE II. PURPOSE

The general nature of the business to be conducted by the corporation shall be to obtain donations from various individuals, businesses and from other organizations either for profit or non-profit, said funds to be distributed to "Risk Youth" educational and sport clinics, free supervised transportation and meals. This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

ARTICLE III. POWERS

This corporation shall have all the statutory powers of a corporation not for profit. The corporation may enter into lease agreements for the purpose of acquiring headquarters and office space from which to operate in carrying out the general nature of the corporation's business. The corporation shall have the right to maintain a staff to carry out the business of the corporation and pay said staff reasonable salaries for their services. The corporation shall also have the right to set aside sufficient sums to pay off reasonable expenses for conducting the corporate business such as utilities, equipment, mail, postage, phone bills and items of a similar nature.

ARTICLE IV. MEMBERS

The corporation shall start its existence with three members. Thereafter new members may be admitted by a majority vote of the members in the corporation at the time they apply for membership.

ARTICLE V. INCOME DISTRIBUTION

No part of the income of this corporation shall be distributed to its members, except as compensation for services rendered. All other income except that used for the operation of the corporation shall be distributed for charitable purposes as heretofore set forth in these articles.

ARTICLE VI. TERM OF EXISTENCE

The existence of this corporation shall commence as of the date these Articles are duly filed, and it shall exist perpetually thereafter.

ARTICLE VII - ADDRESS

The initial street address of the principal office of this corporation is to be at 51 Nitram Avenue, Jacksonville, Florida, 32211. The Board of Trustees may, from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

The Resident Agent for this corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in these Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named THOMAS A. LARKIN, located at 3630 Rogero Road, Jacksonville, Florida, 32277, as its agent to accept service of process within the State.

ARTICLE IX. TRUSTEES

The corporation shall have three trustees initially. The number of trustees may be increased or diminished from time to time by the By-Laws, but shall never be less than three.

ARTICLE X. BY-LAWS

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

ARTICLE XI - SUBSCRIBERS-TRUSTEES

The names and street addresses of the subscribers to these Articles of Incorporation are as follows:

REX MORGAN
6328 Elise Drive
Jacksonville, FL 32211

FRED LICHTWARD
5725 Fort Caroline Road
Jacksonville, Florida, 32277

JOHN NAUMANN
6051 Merrill Road
Jacksonville, FL 32211

ARTICLE XII. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a simple majority vote of all voting rights of all members of the corporation and all rights conferred upon the members herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers and trustees

to these Article of Incorporation, have set our hands and seals
this ____ day of February, 1996, A. D.

REX MORGAN

FRED LICHTWARD

JOHN NAUMANN

STATE OF FLORIDA)


COUNTY OF DUVAL)

BEFORE ME, a Notary Public duly authorized in the State and County named above to take oaths and acknowledgements, personally appeared REX MORGAN, FRED LICHTWARD and JOHN NAUMANN, to me personally known as the persons described in and who executed the foregoing Articles of Incorporation, and who did take an oath before me that they executed and subscribed to these Articles of Incorporation.

NORMA E. LYON
NOTARY PUBLIC

My Commission expires:

(SEAL)

 NORMA E. LYON
COMMISSION # CC 511481
EXPIRES NOV 26, 1999
BONDED THRU
ATLANTIC BONDING CO., INC


**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

BARCAP OF FLORIDA, INC., desiring to organize under the laws of the State of Florida, with its' principal office, as indicated in the Articles of Incorporation of 51 Nitram Avenue, Jacksonville, Florida, 32211, has named THOMAS A. LARKIN, ESQUIRE, 3630 Rogero Road, Jacksonville, Florida, 32277, as its agent to accept service of process within the State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for 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 Act relative to keeping open said office.



THOMAS A. LARKIN
Registered Agent

DATED: _____

1/8/76

N96000003136

BARCAP of Florida, Inc.
Requestor's Name

6653 Arlington Road, Suite 218
Address

Jacksonville, FL 32211
City/State/Zip

Phone #
904-363-9603

FILED
97 MAY 12 PM 3:54
SECRET
TALLAHASSEE
STATE
FLORIDA

Office Use Only

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

1 BARCAP of Florida, Inc.
(Corporation Name)

(Document #)

100002175731--4

-05/13/97--01001--012

*****87.50 *****87.50

2

(Corporation Name)

(Document #)

3

(Corporation Name)

(Document #)

Amended

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

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

Limited Partnership

Reinstatement

Trademark

Other

RECEIVED
97 MAY 12 PM 3:50

Examiner's Initials

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

FILED
97 MAY 12 PM 3 54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BARCLAY of Florida, Inc

Pursuant to the provisions of section 617 1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

See Attached

SECOND: The date of adoption of the amendment(s) was: 5/11/97

THIRD: Adoption of Amendment (CHECK ONE)

☒ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

☐ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

Corporation Name

Signature of Chairman, Vice Chairman, President or other officer

Typed or printed name

Title Date

ARTICLES OF INCORPORATION
OF
BARCAP OF FLORIDA, INC.
A Non-profit Corporation

ARTICLE V. INCOME DISTRIBUTION AS AMENDED

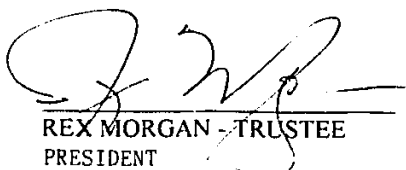
No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

MINUTES OF SPECIAL MEETING - BARCAP OF FLORIDA, INC.

This special meeting is called after due notice to the Trustees is being held at 2:00 p.m. in Barcap offices at 51 Nitram Avenue, Jacksonville, Florida. Present for the meeting are Trustees Rex Morgan and Fred Litchward, this representing a two-thirds (2/3) majority of the Trustees. The meeting was open for business.

At this time, Mr. Morgan read a letter from the Internal Revenue Service indicating that the corporate status as a nonprofit corporation was in jeopardy if Article V of the articles of incorporation is not amended to meet the requirements of the Internal Revenue Services corporation to maintain the status of a nonprofit corporation. Both Trustees unanimously agreed that Article V should be amended forthwith by substituting the present language of Article V with paragraph (1) one of the Internal Revenue Service, pursuant to the Internal Revenue Service request, and the wording contained therein.

There being no further business, the meeting was adjourned.



REX MORGAN - TRUSTEE
PRESIDENT



FRED LITCHWARD - TRUSTEE

N96000003136

Tex Mercantile
Requestor's Name

3630 Rogers Rd
Address

Jax FL 32211
City/State/Zip Phone #

Office Use Only

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

- 1 Bank of Florida, Inc.
(Corporation Name) (Document #)
- 2 _____
(Corporation Name) (Document #) Amend
- 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 <u>12/97</u> |
| <input type="checkbox"/> | Limited Partnership <u>Amend</u> |
| <input type="checkbox"/> | Reinstatement <u>Amend</u> |
| <input type="checkbox"/> | Trademark <u>Amend</u> |
| <input type="checkbox"/> | Other <u>Amend</u> |

FILED
97 MAY 22 AM 11:47
SEC
TALL

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-05/28/97--01025--016
*****87.50 *****87.50

35
37.50

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

97 MAY 22 AM 11:47
FILED
SECRET
TALLAHASSEE
FLORIDA

BARCAP OF FLORIDA, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

see attached

SECOND: The date of adoption of the amendment(s) was: 5-20-97

THIRD: Adoption of Amendment (CHECK ONE)

☒ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

☐ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

see attached

Corporation Name

Signature of Chairman, Vice Chairman, President or other officer

Typed or printed name

Title

Date

MINUTES OF SPECIAL MEETING OF BARCAP OF FLORIDA

After due notice of this special meeting to all three members of the Board of Directors and incorporators of Barcap of Florida, Inc. This meeting was held at beginning at 3:30 PM, May 20, 1997 at the law offices of Ralph E. Elliott, Attorney, 3630 Rogero Road, Jacksonville, Florida 32277 and a quorum being present the following business was transacted.

Chairman Rex Morgan called the meeting to order and stated that reason for the meeting was that in order to keep the status of Barcap of Florida, Inc. as an eleemosynary or non profit organization it would again be necessary to amend the existing Articles of Incorporation to provide that in the event of dissolution of the corporation all assets would be distributed to another qualified non profit organization or comply with 501(c)(3) of the Internal Revenue Code.

Upon motion duly made and seconded it was unanimously voted that Article V of the Articles of Incorporation be amended by adding the following paragraph thereto.

"Upon the dissolution of the organization, assets shall be distributed to another qualified eleemosynary or non profit organization or for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes."

There being no further business the meeting was adjourned.


Secretary

Fred Litchward

SECOND AMENDMENT ARTICLE V OF BARCAP OF FLORIDA, INC.

Article V of the Articles of Incorporation of Barcap of Florida is hereby amended by adding the following paragraph.

"Upon the dissolution of the organization, assets shall be distributed to another qualified eleemosynary or non profit organization or for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes."