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UPCHURCH, BAILEY AND UPCHURCH, P. A.

ATTORNEYS AT LAW  
ESTABLISHED 1925

780 NORTH PONCE DE LEON BOULEVARD

SAINT AUGUSTINE

PLEASE REPLY TO

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(1894-1986)

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MICHAEL A. SIRAGUSA  
STEPHEN A. FAUSTINI

November 3, 1997

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Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Citizens for Amphitheater Awareness, Inc. a Non-Profit Corporation  
Our File No. 6-97-517

Dear Sir or Madam:

I enclose herewith an original and one copy of the Articles of Incorporation of the above-named corporation. Would you please file same and furnish me with a certified copy.

You will note that Article IX of the Articles of Incorporation sets out the name and address of the Registered Agent of the Corporation and that the Registered Agent's acceptance is attached.

Likewise, enclosed is my check payable to the Secretary of State in the amount of \$122.50 which I estimate to be sufficient to cover the charges for your filing fee, corporate charter, including a certified copy of the charter document, and registration of registered agent.

Sincerely,

*John D. Bailey, Jr.*  
John D. Bailey, Jr.

JDBjr/hc  
Enclosures

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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11/7/97

**ARTICLES OF INCORPORATION OF  
CITIZENS FOR AMPHITHEATER AWARENESS, INC.  
A NON-PROFIT CORPORATION**

The undersigned person(s), desiring to form a Corporation not-for-profit under Chapter 617 of the Florida Statutes, certify as follows:

**I**

**NAME**

The name of the Corporation is Citizens for Amphitheater Awareness, Inc.

**II**

**PURPOSE**

The Corporation is organized for any lawful purpose or purposes authorized by the non-profit corporation laws of the State of Florida including without limitation educating the general public as to public or private developments proposed to be located within Jacksonville, Florida, in proximity to the St. Johns River and in particular any development or use that would adversely affect the public enjoyment of Metropolitan Park, which is located in the Alltel Stadium complex adjacent to the St. Johns River.

In furtherance of such purposes, the Corporation shall have and may exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation laws of the State of Florida by law may now or hereafter have or exercise.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### **III**

#### **MEMBERSHIP**

The Corporation shall have a membership distinct from its Board of Directors. The authorized number and qualification of the members, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, their liability for dues and assessments and the method of collection thereof shall be as set forth in the Bylaws.

### **IV**

#### **EXISTENCE**

The Corporation shall have perpetual existence.

### **V**

#### **SUBSCRIBERS NAMES AND RESIDENCES**

The name and addresses of the subscriber to these articles of incorporation are:

Name: Ken Durkee  
3120 Atlantic Boulevard  
Jacksonville, Florida 32207

### **VI**

#### **BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised, its property controlled and its affairs managed by a Board of Directors. The Board of Directors shall consist of no fewer than three (3) no more than (9) members. The number of directors may be changed by

amendment of the Bylaws, but shall never be fewer than (3). The directors shall be elected as provided in the Bylaws. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are;

<u>Name</u>	<u>Address</u>
Jan Miller	1025 Holmesdale Road, Jacksonville, Florida 32207
Lori Talbert	2741 White Oak Lane, Jacksonville, Florida 32207
Gary Ulrich	919 Old Hickory Road, Jacksonville, Florida 32207
Ken Durkee	3120 Atlantic Boulevard, Jacksonville, Florida 32207

## **VII**

### **NO FINANCIAL BENEFIT TO MEMBERS**

No part of the net earnings of the Corporation shall enure 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 furtherances of the purposes set forth in Article II.

## **VIII**

### **DISSOLUTION**

Upon the dissolution or winding up of the affairs of the Corporation , its assets remaining after payment, or provision for payment of all debts and liabilities of the Corporation , shall be distributed to a not-for-profit fund, foundation, trust, corporation or

other organization to be devoted to similar purposes.

## **IX**

### **AMENDMENTS TO THE ARTICLES OF INCORPORATION**

Amendments to the Articles of Incorporation may be proposed by any member of the Corporation . The Articles may be amended at any annual meeting of the Corporation, or at any special meeting duly called and held for such purpose, on the affirmative vote of two-thirds (2/3) of each class of members existing at the time of and present at such meeting.

## **X**

### **AMENDMENTS TO BYLAWS**

The Bylaws of the Corporation may be made, altered, or rescinded at any annual meeting of the Corporation, or at any special meeting duly called for such purpose, on the affirmative vote of two-thirds (2/3) of each class of members existing at the time of and present at such meeting, except the initial Bylaws of the Association shall be made and adopted by the Board of Directors.

## **XI**

### **INDEMNIFICATION**

Every director and officer of the Corporation and every member of the Corporation serving the Corporation at its request shall be indemnified by the Corporation for all expenses and liabilities, including attorneys' fees and appellate attorneys' fees, reasonably

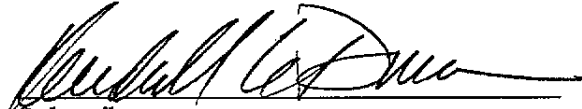
incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been a director or officer of the Corporation, or by reason of his or her serving or having served the Corporation at its request, whether or not he or she is a director or officer or is serving at the time the expenses or liabilities were incurred; provided, that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of gross negligence or willful misconduct, indemnification shall apply only when the Board of Directors approves the settlement and/or reimbursement as being in the interest of the Corporation. The foregoing right of indemnification shall be in addition to and not in lieu of any and all other rights to which that person may be entitled.

## **XII**

### **PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE, AND REGISTERED AGENT**

The street address and mailing address of the initial principal office of the Corporation and the initial registered office of the corporation is 1025 Holmesdale Road, Jacksonville, Florida 32207 and the initial registered agent at that address is Jan Miller.

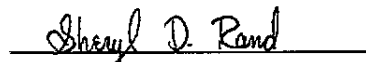
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97 NOV -6 AM 7:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
Subscriber

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of October, 1997 by KENDALL DUKKEE who is personally known to me.

  
Signature of Notary

SHERYL D. RAND  
Name of Notary Typed, Printed or  
Stamped  
Commission Number CC 454874

My Commission Expires: 4/25/99

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE BY REGISTERED IN AGENT**

I am familiar with and accept the duties and responsibilities as Registered Agent for the foregoing corporation.

Jan Miller  
Jan Miller, Registered Agent

**STATE OF FLORIDA**

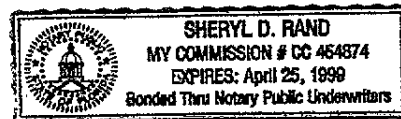
**COUNTY OF DUVAL**

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of October, 1997 by JAN MILLER who is personally known to me.

Sheryl D. Rand  
Signature of Notary

SHERYL D. RAND  
Name of Notary Typed, Printed or  
Stamped  
Commission Number CC 454874

My Commission Expires: 4/25/99



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