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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

BARNETT HISTORIC PRESERVATION FOUNDATION, INC.
(A Corporation Not-For-Profit)

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ARTICLE I

Name and Address

The name of this corporation is Barnett Historic Preservation Foundation, Inc. (the "Corporation"). The Corporation's current address and location of its principal place of business is 50 North Laura Street, Jacksonville, Florida 32202.

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

Section 1. 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 general nature, object and purpose of the Corporation shall be exclusively educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law (hereinafter referred to as the "Code") and to do all acts and carry on and conduct all activities necessary, suitable, convenient, useful, proper and expedient in connection with and incidental to the accomplishment of any purposes set forth herein or hereafter adopted by the Board of Directors to the full extent permitted by the laws of the State of Florida for not-for-profit corporations, subject to the restrictions set forth in this Article.

Section 2. The Company is organized exclusively for educational purposes, including but not limited to, for such purposes:

- (a) to preserve and publicize the historical legacy of Barnett Bank;

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(b) to identify, gather and catalogue related documents and memorabilia of historical significance;

(c) to investigate alternatives for housing the historical collection and select the best archival alternatives;

(d) to explore the alternatives for memorializing the Barnett Bank story and implement, where possible, museum displays of memorabilia, video history, scholarly monographs, and similar media;

(e) to carry on any business in connection with the foregoing purposes or to do any other thing that is necessary or appropriate to further or facilitate the foregoing purposes; and

(f) to engage in any lawful act or activity for which a not-for-profit corporation may be organized under the Florida Not for Profit Corporation Act.

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 educational within the meaning of Section 501(c)(3) of the Code, (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, 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 or officer of the Corporation or to any private organization or individual; provided, however, that reasonable compensation may be paid to any officer or director 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 **Membership**

The Corporation shall have no members.

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ARTICLE VI
Incorporators

The name and address of the incorporator is:

David J. Ginzi
50 North Laura Street
Jacksonville, FL 32202

ARTICLE VII
Board of Directors

Section 1. Number of Directors. The number of directors of the Corporation shall be determined in accordance with the Bylaws but shall never be less than three (3).

Section 2. Election. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

Section 3. Initial Directors. The names and addresses of the persons who are to serve as initial Directors until the first annual meeting of the Corporation, are:

Allen L. Lastinger, Jr.
50 North Laura Street
Jacksonville, FL 32202

Judith S. Beaubouef
50 North Laura Street
Jacksonville, FL 32202

David J. Ginzi
50 North Laura Street
Jacksonville, FL 32202

ARTICLE VIII
Officers

Section 1. Officers. The officers of the Corporation shall be a President, a Secretary, and a Treasurer. In addition, the Corporation may have one or more Vice-Presidents (one of which, if there are more than one, shall be designated as the Senior Vice-President), and such other officers as may be provided in the Bylaws.

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Section 2. Initial Officers. David J. Ginzl shall serve as President, Secretary and Treasurer of the Corporation until the first meeting of the Board of Directors.

Section 3. Elections. The officers shall be elected at the annual meeting of the Board of Directors unless otherwise provided in the Bylaws.

ARTICLE IX

Bylaws

The Corporation may by its Bylaws make any other provisions or requirements for the arrangement or conduct of the business and affairs of the Corporation, provided that (i) the adoption of such Bylaws, and any amendment or repeal thereof, shall require the unanimous consent of the Directors then in office, and (ii) such Bylaws are not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or of the United States.

ARTICLE X

Amendments

These Articles of Incorporation may be amended only by action of a majority of the Board of Directors.

ARTICLE XI

Registered Agent

The street address of the initial registered office of this Corporation shall be at 50 N. Laura Street, Jacksonville, Duval County, Florida 32202, and the name of the original registered agent at that address shall be David J. Ginzl.

ARTICLE XII

Tax Exempt Status

Section 1. Prohibition on Private Inurement. 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 Code, 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 in furtherance of the purposes set forth in Article III hereof.

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Section 2. Prohibition on Dividends. The Corporation shall not have the power to declare dividends.

Section 3. Prohibition on Lobbying/Intervention in Political Campaigns. 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.

Section 4. Other Prohibitions. 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 Code.

Section 5. Public Charity Status. It is intended that the Corporation will qualify as a public charity under Section 509(a)(2) of the Code; however, the following provisions shall be applicable if it is determined that the Corporation is to be treated by the Internal Revenue Service as a "private foundation," for such period as the Corporation shall be classified as a private foundation. Notwithstanding anything herein to the contrary, in the event the Corporation is treated as a private foundation, 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 Sections 4940 through 4945 of the Code, or could result in termination of the Corporation's status as a private foundation under Section 507 of the Code (except actions designed to cause the Corporation to be classified as a public charity).

Section 6. Private Foundation Status. During such period, or periods, as the Corporation is treated as a "private foundation" pursuant to Section 509 of the Code, the Corporation must comply with the following:

Section 6.1. Taxable Distributions. The Directors must distribute the Corporation's net revenues at such time and in such manner so as not to subject the Corporation to tax under Section 4942 of the Code.

Section 6.2. Self-Dealing. The Corporation is prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code).

Section 6.3. Excess Business Holdings. The Corporation is prohibited from retaining any excess business holding (as defined in Section 4941(d) of the Code) which would subject the Corporation to tax under Section 4945 of the Code.

Section 6.4. Jeopardizing Investments. The Corporation is prohibited from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under Section 4944 of the Code. Moreover, the Corporation is prohibited

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from retaining any assets which would subject the Corporation to tax under Section 4944 of the Code if the Directors have acquired such assets.

Section 6.5. Taxable Expenditures. The Corporation is prohibited from making any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE XIII

Meetings

Section 1. Annual Meeting. The annual meeting of the Board of Directors shall be held as provided in the Bylaws.

Section 2. Regular and Special Meetings. The Corporation shall provide in its Bylaws for the holding of additional regular meetings and any special meetings of the Board of Directors, and shall provide notice of all such meetings.

ARTICLE XIV

Distribution of Assets Upon Dissolution

Upon the dissolution of the Corporation, the Corporation's assets shall be distributed to such other entity qualifying as a tax-exempt organization under Section 501(c)(3) of the Code as the Directors shall select, by their sole discretion, to be used by such tax-exempt organization for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the Corporation's assets shall be distributed to the federal government, or to a state or local government, for a public purpose. 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, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV

Limitation on Liability

No director or officer of the Corporation shall be liable to any person for monetary damages for any statement, vote, decision or failure to take an action regarding organizational management or policy by an officer or director, unless:

(a) The officer or director breached or failed to perform his duties as an officer or director; and

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(b) The officer's or director's breach of, or failure to perform, his duties constitutes:

(1) A violation of the criminal law, unless the officer or director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgment or other final adjudication against an officer or director in any criminal proceeding for violation of the criminal law estops that officer or director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law, but does not estop the officer or director from establishing that he had reasonable cause to believe that his conduct was unlawful or had no reasonable cause to believe that his conduct was unlawful;

(2) A transaction from which the officer or director derived an improper personal benefit, either directly or indirectly; or

(3) Recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property.

ARTICLE XVI
Indemnification

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

IN WITNESS WHEREOF, the undersigned subscribing incorporator, has hereunto set my hand and seal this 3rd day of December, 1997, for the purpose of forming this not-for-profit corporation under the laws of the State of Florida.



DAVID J. GINZEL

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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 Barnett Historic Preservation Foundation, 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 DAVID J. GINZL, 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 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 he is familiar with §617.0501, Florida Statutes.

Dated: December 3, 1997



DAVID J. GINZL

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