

N980000005254
TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-09/08/98--01053--020
*****78.75 *****78.75

SUBJECT: Jacksonville Employers Family Care Association
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: ~~John~~ Cindy Carrillo c/o. Work Options Group
Name (Printed or typed)

1017 S. Boulder Road, Suite F
Address

Boulder CO 80301
City, State & Zip

(303) 604-6545
Daytime Telephone number

FILED
98 SEP -8 AM 9:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF
THE JACKSONVILLE EMPLOYERS FAMILY CARE ASSOCIATION, INC.

FILED
SEP -8 AM 9:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

KNOW ALL BY THESE PRESENTS:

That the undersigned incorporator, being a natural adult over the age of twenty-one (21) years of age, and desiring to form a nonprofit corporation under the laws of the State of Florida, does hereby sign, verify, and deliver in duplicate to the Secretary of State of the State of Florida these Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be the JACKSONVILLE EMPLOYERS FAMILY CARE ASSOCIATION, INC.

ARTICLE II PRINCIPLE OFFICE

The initial Principal Office and mailing address is The Glenn Planning Group, Inc., 319 Scenic Point LN. P.O. Box 755, Orange Park, FL 32067-0755.

ARTICLE III PERIOD OF DURATION

The corporation shall have a perpetual existence, unless dissolved according to law.

ARTICLE IV REGISTERED AGENT AND OFFICE

The initial registered office of the corporation shall be the Glenn Planning Group, Inc., 319 Scenic Point LN., P.O. Box 755, Orange Park, FL 32067-0755. The initial registered agent of the corporation at such address shall be Steven C. Glenn. Either the registered office or the registered agent may be changed in the manner provided by law.

ARTICLE V PURPOSES AND ACTIVITIES

This corporation is organized to identify, promote, and offer dependent care services for the collective benefit of the employees of members of the corporation. The corporation shall also involve itself where appropriate, and when acted upon by the Board of Directors, in providing dependent care information, access to services or support of programs and services to the greater community at large.

AND, IN SO DOING:

1. To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith which are not forbidden by the Florida Not For Profit Corporation Act, as now enforced or as hereafter amended, by any other law, or by these Articles of Incorporation.

**ARTICLE VI
MEMBERS**

The corporation shall have members. The criteria for membership such as selection and termination and the amount of any membership fees shall be established by the Board of Directors as delineated in the bylaws of the corporation. The members recognized at the time of the organizational meeting of the corporation shall have the designation of "Charter Members".

**ARTICLE VII
LIMITATIONS**

1. No part of the income or net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director, or officer of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes, and reimbursement may be made for any expenses incurred for the corporation by any member, officer, director, agent or employee, or any other person or corporation, pursuant to and upon authorization of the Board of Directors); and provided further that no director or officer of the corporation, or any other private individual shall be entitled to share in any distribution of any of the assets of the corporation on dissolution of the corporation or otherwise. Nothing stated above shall be deemed to prevent the corporation from making payments or distributions, in furtherance of the purposes set forth in Article V hereof. Upon the dissolution of the corporation and after payment or the provision for payment of all liabilities of the corporation, the Board of Directors shall dispose of all assets of the corporation specifically for the purposes of the corporation, through a distribution of remaining funds to all current members of the corporation in prorata shares based on their total number of employees.

2. The corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of the corporation shall consist of six (6) directors, each of whom is a representative of one of the Charter Member and the name and address of the persons who shall serve as directors until their successors are elected and qualified are as follows:

	NAME	ADDRESS
1.	Maryanne B. Bonom ALLTEL	601 Riverside Avenue Jacksonville, FL 32264
2.	Mike Boms Tyson Foods, Inc.	5421 West Beaver St. Jacksonville, FL 32254

3. Sabina B. Corini
Revlon
4. Janice Gummy
Merrill Lynch
5. Cynthia A. Irwin
Perdue Office Interiors
6. Melissa Ward
Merrill Lynch

P.O. Box 37557
Jacksonville, FL 32236
4800 Deer Lake Drive East
Jacksonville, FL 32246
8443 Bay Meadows Rd.
Jacksonville, FL 32256
4800 Deer Lake Drive East
Jacksonville, FL 32246

Thereafter, directors shall be elected or appointed in the manner and for the terms provided in the Bylaws.

ARTICLE IX MANAGEMENT

The affairs of the corporation shall be managed by its Board of Directors, which shall have the power to adopt such Bylaws and to alter the same as it may deem proper from time to time for management of the corporation and to contract for consultant and/or management services to carry out the business of the corporation. Officers of the corporation shall be elected in accordance with the Bylaws.

ARTICLE X INDEMNIFICATION

To the extent permitted or required by the Florida Not For Profit Corporation Code and any other applicable law, if any director or officer of the corporation is made a party to or is involved in, including but not limited to as a witness, any proceeding because such person is or was a director or officer of the corporation, the corporation (a) shall indemnify, defend and hold harmless such person from and against any and all claims, damages, demands, actions or causes of action, judgments, penalties, fines, amounts paid in settlement, and reasonable expenses (including, but not limited to, expenses of investigation and preparation, and fees and disbursements of counsel, accountants, or other experts) incurred by such person in such proceeding, and (b) shall advance to such person expenses incurred in such proceeding.

The corporation may in its discretion, but is not obligated in any way to, indemnify and advance expenses to an employee or agent of the corporation to the same extent as to a director or officer.

The foregoing provisions for indemnification and advancement of expenses are not exclusive, and the corporation, in its discretion, may provide for indemnification or advancement of expenses in a resolution of its members or directors, a contract, or its Articles of Incorporation.

Any repeal or modification of the foregoing provisions of the Article for indemnification or advancement of expenses shall not adversely affect any right or protection stated in such provisions with respect to any act or omission occurring prior to the time of such repeal or modification. If any provision of this Article or any part thereof shall be held to be prohibited by or invalid under applicable law, such provision or part thereof shall be deemed amended to accomplish the objectives of the provision or part thereof as originally written to the fullest extent permitted by law and all other provisions or parts shall remain in full force and effect.

**ARTICLE XI
PERSONAL LIABILITY**

Directors and officers of the corporation shall have the benefit of the same limitations on personal liability for any injury to person or property arising out of a tort as set forth in Florida Revised Statutes for directors and officers of corporations for profit. There shall be no personal liability, either direct or indirect, of any director to the corporation or to its members for monetary damages for any breach or breaches of fiduciary duty as a director; except that this provision shall not eliminate the liability of a director to the corporation or to its members for monetary damages for any breach, act, omission or transaction as to which the Florida Not For Profit Corporation Code (as in effect from time to time) prohibits expressly the elimination of liability. This provision shall not limit the rights of directors of the corporation for indemnification or other assistance from the corporation. This provision shall not restrict or otherwise diminish the provisions of Florida Revised Statutes concerning no liability of directors except for wanton and willful acts or omissions, any amendment or successor provision to such Section, or any other law limiting or eliminating liabilities. Any repeal or modification of the foregoing provisions of this Article or any repeal or modification of the provision of the Florida Not For Profit Corporation Act which permits the elimination of liability of directors by this Article shall not affect adversely any elimination of liability, right or protection of a director of the corporation with respect to any breach, act, omission, or transaction of such director occurring prior to the time of such repeal or modification.

**ARTICLE XII
AMENDMENT**

These Articles of Incorporation may be amended by the vote of a three quarters majority of the directors then in office, according to procedures set forth in the Bylaws of the corporation.

**ARTICLE XIII
INCORPORATOR**

The name and address of the incorporator is as follows:

Cynthia R. Carrillo
1017 South Boulder Road, Suite F
Louisville, CO., 80027

IN WITNESS WHEREOF, the above named incorporator signed these Articles of
Incorporation on August 25, 1998.


Cynthia R. Carrillo

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the pro-per and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature of Registered Agent

9/1/98
Date

FILED
98 SEP -8 AM 9:58
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TALLAHASSEE FLORIDA