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Division of Corporations

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**Florida Department of State**

Division of Corporations

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**TALLAHASSEE, FLORIDA**

**FLORIDA NON-PROFIT CORPORATION**

**Friends of the Jacksonville-Baldwin Rail Trail, Inc.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
FRIENDS OF THE JACKSONVILLE-BALDWIN RAIL TRAIL, INC.**

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The undersigned, acting as incorporator of a corporation pursuant to the Florida Not-for-Profit Corporation Act, Florida Statutes, adopts the following Articles of Incorporation.

**ARTICLE I**

The name of this Corporation shall be Friends of the Jacksonville-Baldwin Rail Trail, Inc.

**ARTICLE II**

The purposes of this Corporation are to:

(1) Act as a not-for-profit corporation to support the best interests of Friends of the Jacksonville-Baldwin Rail Trail, Inc.

(2) Generate and employ additional resources for Friends of the Jacksonville-Baldwin Rail Trail, Inc.

(3) Exist and operate solely for charitable, educational, and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of, any individual, including the making of distributions to organizations that qualify as exempt under Section 501 (c)(3) of the Internal Revenue Code (or corresponding sections of any future federal tax code).

(4) To operate without regard to race, age, sex, religion or national origin.

(5) To carry out its functions such that no substantial part of the Corporation's activities shall be the 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 (or in opposition to) any candidate for public office.

(6) Do all things and transact all business which may be done lawfully by any person or individual, not inconsistent with the above or the rights and purposes of a non-profit corporation.

Prepared by:

Jeanne E. Helton

Florida Bar No. 0520462

Smith Hulsey & Busey

P. O. Box 53315

Jacksonville, FL 32201-3315

(904) 359-7700

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**ARTICLE III**

The period of this Corporation's existence is perpetual.

**ARTICLE IV**

The street address of the Principal Office of this Corporation is Florida, and the initial Registered Agent of this Corporation at that address is Betty Griner, 11701 Cisco Gardens Road, Jacksonville, Florida 32219.

**ARTICLE V**

The qualification of members and the manner of their admission to this Corporation shall be regulated by this Corporation's Bylaws.

**ARTICLE VI**

The name and address of the Incorporator is as follows:

Betty Griner  
11701 Cisco Gardens Road  
Jacksonville, FL 32219

**ARTICLE VII**

The number of Directors constituting this Corporation's initial board of Directors shall be six and their names are listed below. Additional Directors shall be elected in accordance with the Bylaws.

Betty J. Griner  
Charles W. Kelley  
B. Jean McCorkel  
Nancy M. Wilkison  
James W. Rogers  
Philip G. Golden, Sr.

**ARTICLE VIII**

These Articles of Incorporation may be amended in the manner provided by law.

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**ARTICLE IX**

The Corporation shall indemnify its Officers, Directors and Authorized Agents for all liabilities incurred directly, indirectly or incidentally for services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

**ARTICLE X**

No part of the assets, net earnings, income or profits of the Corporation shall be distributable to or inure to the benefit of its members, directors, trustees, 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 *ARTICLE II* above. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or by (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE XI**

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed at the direction of the then Directors of the Corporation to such other organization or organizations that are exempt from federal income tax under Section 501(c)(3) of the Code.

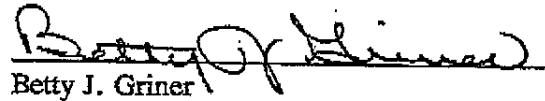
**ARTICLE XII**

The Corporation shall not issue shares of stock, but membership in the Corporation shall be evidenced by a Certificate of Membership which shall contain the statement, printed prominently upon the face of the Certificate, that the Corporation is a non-profit Corporation. No dividends shall be paid by the Corporation and no part of the net income of the Corporation shall be distributed to the members. Members shall be appointed in accordance with the Bylaws of this Corporation.

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IN WITNESS WHEREOF, the undersigned Incorporator has made and executed these Articles of Incorporation of Friends of the Jacksonville-Baldwin Rail Trail, Inc., for the uses and purposes aforesaid this 14<sup>th</sup> day of April, 1999.

  
Betty J. Griner

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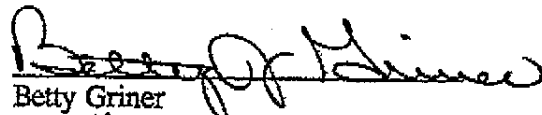
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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of Section 617.0501, Florida Statutes, Friends of the Jacksonville-Baldwin Rail Trail, Inc., organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is Friends of the Jacksonville-Baldwin Rail Trail, Inc.
2. The name and address of the registered agent and officer are Betty Griner, 11701 Cisco Gardens Road, Jacksonville, FL 32219.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, BETTY GRINER HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. BETTY GRINER FURTHER AGREES TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF HER POSITION AS REGISTERED AGENT.

  
Betty Griner  
April 14, 1999

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TALLAHASSEE, FLORIDA

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