

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

The Parks & Recreation Foundation of Northeast St. J

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ARTICLES OF INCORPORATION**OF****THE PARKS & RECREATION FOUNDATION
OF NORTHEAST ST. JOHNS COUNTY, INC.
(A Corporation Not-For-Profit)****ARTICLE I****Name and Address**

The name of this corporation is The Parks & Recreation Foundation of Northeast St. Johns County, Inc. (the "Corporation"). The Corporation's current address is Post Office Box 2053, Ponte Vedra Beach, Florida 32004 and the Corporation shall maintain its principal place of business in Ponte Vedra Beach, St. Johns County, Florida.

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 construction and equipping of parks and recreational facilities 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 or the members 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.

Prepared by Arthur W. Milam, Esq.
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Section 2. The Company is organized exclusively for construction and equipping of parks and recreational facilities for use by the general public, including but not limited to, the following:

- (a) constructing and equipping parks and recreational facilities in Northeast St. Johns County (including athletic facilities, such as soccer fields, baseball diamonds, football fields, and similar facilities and all accessory equipment and facilities necessary to the operation thereof, such as restrooms, bleachers, playground equipment, refreshment stands, athletic equipment and related items) for use by the public at large, including children;
- (b) establishing scholarships for children which will allow them to engage in recreational and athletic programs carried out on such parks and recreational facilities; and
- (c) doing and performing such other acts and things as shall assure to residents of Northeast St. Johns County and particularly their children, adequate facilities and space to engage in recreational, athletic and sports activities.

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 charitable 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, officer or trustee of the corporation or to any private organization or individual; provided, however, that reasonable compensation may be paid to any member, officer, director or trustee 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 Qualification of Members

Section 1. Qualification. The membership of this Corporation shall constitute the persons hereinafter named as Directors and such other persons as, from time to time hereafter, may become members, in the manner provided in the Bylaws.

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Section 2. Voting Rights. Members shall not be entitled to vote except as provided in these Articles, the Bylaws, or as and when, if ever, determined by the Board of Directors by their sole discretion.

Section 3. No Vesting. The members of this Corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this Corporation.

Section 4. No Liability. Members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to any assessments.

ARTICLE VI
Incorporators

The name and address of the incorporator is:

MOTOLAW, Inc.
50 N. Laura Street
Suite 2750
Jacksonville, FL 32202

ARTICLE VII
Officers

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

Section 2. Initial Officers. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

<u>Office</u>	<u>Name</u>
President	Lynda Sturgeson
Senior Vice President	Mary Kohnke
Vice-President	Paul Z. Fletcher
Secretary	Daniel W. MacDonald
Treasurer	Daniel W. MacDonald

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

ARTICLE VIII
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. Limitation on Election of Directors. No more than one-third of the elected directors of this Corporation shall be directors or officers of any other single for-profit or not-for-profit entity or the affiliates of such for-profit or not-for-profit entity.

Section 4. 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:

<u>Name</u>	<u>Address</u>
Lynda Storkerson	68 Player Club Villa Road Ponte Vedra Beach, FL 32082
Paul Z. Fletcher	P. O. Box 1219 Ponte Vedra Beach, FL 32004
Mary F. Kohnke	P. O. Box 1213 Ponte Vedra Beach, FL 32004
Daniel W. MacDonald	24501 Deer Trace Trail Ponte Vedra Beach, FL 32082

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ARTICLE IX
Bylaws

Section 1. Adoption of Bylaws. At the initial meeting of the Corporation, the Directors of this Corporation may adopt such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary, provided the same shall not be inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or the United States.

Section 2. Amendments. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of the Directors entitled to vote at a regular meeting or by a majority of the Directors at a special meeting duly called for the purposes according to the Bylaws.

ARTICLE X
Amendments

These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a majority vote of the Directors, at any meeting at which a quorum is established. Amendments may also be made at a regular meeting of the Directors upon notice given, as provided by the Bylaws, of intention to submit such amendments.

ARTICLE XI
Registered Agent

The street address of the initial registered office of this corporation shall be at 50 N. Laura Street, Suite 2750, in the City of Jacksonville, County of Duval, State of Florida, and the name of the original registered agent at that address shall be MOTOLAW, Inc.

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.

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

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

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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 for the election of members of the Board of Directors shall be held as may be provided in the Bylaws.

Section 2. Regular and Special Meetings. The Corporation may provide in its Bylaws for the holding of additional regular meetings and any special meetings, 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 charity under Section 501(c)(3) of the Code as the Directors shall select, by their sole discretion, to be used by such tax-exempt charity 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
Indemnification

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

IN WITNESS WHEREOF, the undersigned subscribing incorporator, has hereunto set my hand and seal this 30th day of April, 1999, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.

MOTOLAW, Inc., a Florida corporation,
Incorporator

By: 
Arthur W. Milam, Vice President

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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 The Parks & Recreation Foundation of Northeast St. Johns County, 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 MOTOLAW, Inc., 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, by and through its duly elected officer, 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 it is familiar with §607.0501, Florida Statutes.

MOTOLAW, Inc., a Florida corporation

Dated: April 30, 1999

By: 
Arthur W. Milam, Vice President

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