

N960000005996

LAW OFFICES

MARTIN, ADE, BIRCHFIELD & MICKLER, P.A.

ONE INDEPENDENT DRIVE - SUITE 3000  
JACKSONVILLE, FLORIDA 32202

MAILING ADDRESS:  
POST OFFICE BOX 59  
JACKSONVILLE, FLORIDA 32201

TELEPHONE (904) 354-2050  
TELECOPIER (904) 354-5542

JAMES L. ADE  
LYNDA R. AYCOCK  
W. D. BIRCHFIELD  
TIMOTHY A. BURLINGHAM  
CHARLES L. CRAWFORD  
PHILLIP A. DELMONT  
STEPHEN H. DURANT  
T. WILLIAM GLOCKER  
MICHAEL E. GOODREAD, JR.  
STEPHEN D. HALKER

SHARON ROBERTS HENDERSON  
BARBARA CHRISTIE JOHNSTON  
WILHELMINA F. KIGHTLINGER  
MYRA LOUGHRAN  
RALPH H. MARTIN  
ROBERT O. MICKLER  
JOHN D. MILTON, JR.  
DANIEL B. MUNN, JR.  
SCOTT S. SCHILDSBERG  
DARY L. WILKINSON

L. PETER JOHNSON (1942-1998)

November 18, 1996

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
P.O. Box 6327  
Tallahassee, FL 32301

600002008156--2  
-11/19/96--01119--010  
\*\*\*\*122.50 \*\*\*\*122.50

Re: The Jeff Mitchell Foundation, Inc.

Dear Sir:

Enclosed please find the following:

1. An original and one photocopy of the Articles of Incorporation of The Jeff Mitchell Foundation, Inc.; and
2. Our firm's check in the amount of \$122.50 to cover the filing and certification fees.

Please file the Articles of Incorporation and return to us a certified copy of said Articles.

Thank you for your prompt attention to this matter.

Sincerely yours,



Stephen D. Halker

SDH:bjc  
Enclosures  
cc: Mr. Glen Mitchell

FILED  
96 NOV 19 AM 11:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11.25.96  
KR

ARTICLES OF INCORPORATION  
OF  
THE JEFF MITCHELL FOUNDATION, INC.

A Florida Corporation Not For Profit

I.

NAME

The name of this corporation is THE JEFF MITCHELL FOUNDATION, INC.

II.

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation shall be 108 Janelle Lane, Jacksonville, Florida 32211.

III.

PURPOSES

The corporation is organized and will be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States internal revenue laws) and will fulfill its purpose exclusively for the benefit and support of The Young Men's Christian Association of Florida's First Coast, Inc. ("YMCA"). In the event the YMCA ceases to qualify as a public supported organization, the directors shall vote to operate the corporation for the benefit of another public supported organization of the same class as designated herein, consistent with Treasury Regulations §1.509(a)-4(d)(3).

FILED  
96 MAY 19 11:33  
SECRETARY OF STATE  
FLORIDA

The primary focus of the corporation shall be the encouragement of participation in established programs to prevent juvenile delinquency and crime by disadvantaged youth and the support and development of additional programs to assist in the social and educational development of such disadvantaged youths.

The corporation has not been formed for pecuniary profit or financial gain, and no part of the net earnings of the corporation shall be distributable to or inure to the benefit of its officers or directors or any private person, 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 its purposes as set forth in this Article III. No part of the activities of the corporation 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 any candidate for public office. Notwithstanding any other provision hereof, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue laws), or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of

1986, as amended (or the corresponding provision of any future United States internal revenue laws).

IV.

**INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation in the State of Florida is 108 Janelle Lane, Jacksonville, Florida 32211, and the name of the initial registered agent of this corporation at that address is R. Glen Mitchell. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

VI.

**INCORPORATOR**

The name and address of the Incorporator of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
R. Glen Mitchell	108 Janelle Lane Jacksonville, FL 32211

VII.

**MEMBERS**

The corporation shall have no members.

VIII.

**OFFICERS**

The officers of the corporation shall be elected by the Board of Directors or in the manner provided in the Bylaws; and each

officer shall hold his respective office until his or her successor is duly elected and qualified, and shall have such powers and duties as may be prescribed in the Bylaws or determined by the Board of Directors.

IX.

**DIRECTORS**

The corporation shall have five (5) directors initially. The number of directors may be increased or decreased from time to time by amendment to these Articles, but shall never be less than the minimum required under Florida Statutes. Each initial director shall hold his or her office as provided by the Bylaws. The manner in which directors shall be elected or appointed shall be stated in the Bylaws except that a numerical majority of the directors shall be selected by the YMCA or its successor.

The initial directors shall consist of the following:

<u>Name</u>	<u>Address</u>
1. Glen Mitchell	108 Janelle Lane Jacksonville, FL 32211
2. Margaret Mitchell	108 Janelle Lane Jacksonville, FL 32211
3. Chester A. Aikens, D.D.S.	4196 Old Mill Cove Trail Jacksonville, FL 32277
4. Robert Keith Martin	12511 St. Martin Dr. S. Jacksonville, FL 32246
5. Jane T. Schmidt	4526 Oak Bay Dr. W. Jacksonville, FL 32277

X.

**BYLAWS**

The Board of Directors, by majority vote, may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles.

XI.

**AMENDMENTS**

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

XII.

**DISPOSITION OF ASSETS UPON DISSOLUTION**

In the event of termination or dissolution or winding up of the affairs of the corporation in any manner or for any reason whatsoever, the Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all of the remaining assets and property of the corporation exclusively for charitable, religious, scientific, testing for public safety, literary, or educational purposes to organizations that are then exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any subsequent United States internal revenue laws), and to which contributions are then deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any subsequent United States internal

revenue laws), or to the local, state or federal government exclusively for public purposes.

XIII.

**PRIVATE FOUNDATION PROVISION**

In the event that the corporation is ever determined or deemed by the Internal Revenue Service to be a "private foundation" within the meaning of Section 509(a) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any subsequent United States internal revenue laws), during the continuance of such status:

(1) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States internal revenue laws.

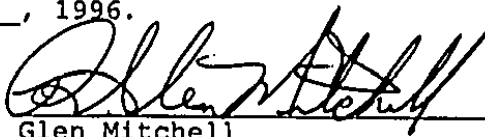
(2) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States internal revenue laws.

(3) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States internal revenue laws.

(4) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States internal revenue laws.

(5) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States internal revenue laws.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand this 15th day of October, 1996.

A handwritten signature in dark ink, appearing to read "Glen Mitchell", is written over a horizontal line.

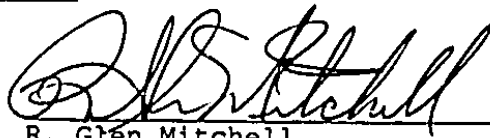
Glen Mitchell  
Incorporator



CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF  
THE JEFF MITCHELL FOUNDATION, INC.

Pursuant to Sections 48.091 and 617.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon THE JEFF MITCHELL FOUNDATION, INC., a corporation not for profit organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 108 Janelle Lane, Jacksonville, Florida 32211.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand at Jacksonville, Duval County, Florida, on this 15th day of October, 1996.

  
R. Glen Mitchell  
Registered Agent

FILED  
96 NOV 19 AM 11:33  
SECRET  
TALLAHASSEE STATE