

ARTICLES OF INCORPORATION
OF
JAGA CHARITABLE TRUST, INC.
A Florida Corporation Not-For-Profit

FILED
14 JAN 27 AM 8:52
STATE OF FLORIDA
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF DUNEDIN

In compliance with the requirements of Florida Statutes, Chapter 61 7, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a corporation not-for-profit for the purposes and with the powers herein specified.

ARTICLE I
NAME

The name of the corporation shall be JAGA CHARITABLE TRUST, INC. (the "Corporation").

ARTICLE II
PURPOSE

The primary purpose of the corporation is to accept, hold and administer property, both real and personal, by gift bequest or devise, and to hold, administer and dispose of the same through a scholarship program for graduating high school seniors affiliated with Jacksonville Area Golf Association (JAGA) member clubs and recommended by a JAGA Director, and for other educational purposes, which will qualify it as an exempt organization under 26 U.S.C.A. §501(c)(3). The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Not For Profit Corporation Act, Florida Statutes, Chapter 617 ("the Act").

ARTICLE III
POWERS AND DUTIES

The Corporation shall have all those powers granted to corporations not for profit under all applicable laws that are necessary or appropriate to carry out the purposes of the Corporation set forth herein. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director or officer of the Corporation or to any other private persons; provided, however, that reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of its purposes. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by a nonprofit corporation under the Act.

ARTICLE IV MEMBERSHIP

The Corporation shall not have members and shall not issue membership certificates.

ARTICLE V EXISTENCE

The existence of the Corporation shall begin on the date of the filing of these Articles of Incorporation with the Florida Secretary of State, Tallahassee, Florida. Upon the dissolution of the corporation's affairs, the Board of Directors shall, after paying or making provisions for payment of all liabilities of the corporation, distribute, transfer, convey, deliver and pay over all of the assets of the corporation then remaining in the hands of the corporation to a fund, foundation or corporation organized and operated for charitable or educational purposes designated by the board of directors which, at the time qualifies as a tax-exempt organization under 26 U.S.C.A. §501 (c)(3), or corresponding provisions of any subsequent federal tax laws. In the event that, for any reason, upon dissolution of the corporation, the Board of Directors shall fail to act in the manner herein provided within a reasonable period of time, the Senior Judge of the Circuit Court of the Fourth Judicial Circuit, State of Florida, shall make such distribution, exclusively upon the application of one or more persons having residence in the city of Jacksonville, Florida.

ARTICLE VI PRINCIPAL OFFICE

The street address of the principal office of the corporation is 2967 Princess Amelia Court, Fernandina Beach, Florida 32034, but the corporation may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors,

ARTICLE VII DIRECTORS

The Corporation shall have a Board of Directors in which all powers of the Corporation shall be vested. Only JAGA Directors may serve on the Board. The initial Board of Directors shall consist of three (3) members. This number may be increased from time to time in accordance with the Corporation's bylaws, but shall never be less than three (3). The JAGA Executive Committee shall appoint the directors of the Corporation from among JAGA Directors, and they shall be appointed so that they hold office for staggered 4-year terms. The directors shall serve without compensation, except that they shall be reimbursed for their expenses incurred in and about the performance of their duties as directors. Subsequent to the initial Board of Directors for the first term of office, as the term of office of each director expires, a successor director shall be appointed by the same appointment process used in the appointment of a particular director whose term has expired. [n the event of a vacancy due to death, resignation or removal of a director, then a successor shall be appointed to complete the

remainder of the term by the same appointment process by which such deceased, resigned or removed director was appointed. [fat the expiration of any term of office of any director a successor thereto shall not have been appointed, then the director whose term of office shall have expired shall continue to hold office until a successor is appointed.

The names and addresses of the persons who will serve on the initial Board of Directors, and their initial terms are:

Name	Address	Initial Term
Donald L. Gilmore	2967 Princess Amelia Court Fernandina Beach, FL 32034	4 years
Robert Streightiff	1312 Queens Island Court Jacksonville. FL 32225	3 years
Charles E. Kicklighter	2922 Breakers Drive Fernandina Beach, FL 32034	1 year

ARTICLE VIII REMOVAL OF DIRECTORS

Any director appointed to the Board of Directors may be removed therefrom with or without cause by the Jacksonville Area Golf Association Executive Committee, in the manner provided by Florida Statutes.

ARTICLE IX LIABILITY

In addition to all immunities and protection against liability otherwise afforded by law to the directors of the Corporation, no director of the Corporation shall be personally liable to the Corporation for money damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate liability which a director might otherwise have:

- (A) for any appropriation in violation of the director's duties, of any business opportunity of the Corporation;
- (B) for any acts or omissions which involve the intentional misconduct or a knowing violation of the law;
- (C) for the types of liability set forth in Section 617.0834, Florida Statutes, as amended; or,
- (D) for any transaction from which the director received an improper personal benefit; provided that the provisions of this Article IX shall not eliminate or limit any

liability which a director might otherwise have for any act or omission prior to the effective date of these Articles of Incorporation.

ARTICLE X
INCORPORATORS

The name and street address of the Incorporator under these Articles of Incorporation is:

Name	Address
H. Price Poole, Jr.	Poole & Poole, P.A. 303 Centre Street, Suite 200 Fernandina Beach, FL 32034

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ARTICLE XI
BYLAWS

The original By-Laws of the Corporation shall be adopted by a majority vote of the Board of Directors of the Corporation at a meeting at which a majority of the Board of Directors is present, and, thereafter, the By-Laws may be amended to rescinded only by affirmative majority vote of the entire Board of Directors.

ARTICLE XII

The initial registered agent of the corporation is H. Price Poole. The street address of the corporation's initial registered agent is 303 Centre Street, Suite, 200, Fernandina Beach, FL 32034.

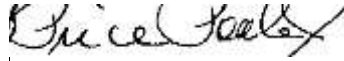
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on January 21, 2014.


Name: H. Price Poole, Jr.
Incorporator

CONSENT TO SERVE AS REGISTERED AGENT
FOR
JAGA CHARITABLE TRUST, INC.

Having been named in the state of Florida as registered agent and to accept service process for **JAGA CHARITABLE TRUST, INC.** at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position under F.S. 607.0501.

Date: January 21, 2014.



Name: | H. Price Poole, Jr.

Address: Poole & Poole, P.A.

303 Centre street, Suite 200

Fernandina Beach, FL 32034

Tel: (904)261-0742

Fax: (904)261-0745

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SECRETARY OF STATE

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