

ARTICLES OF INCORPORATION  
OF  
FRIENDS OF THE AMELIA ISLAND TRAIL, INC.

Pursuant to Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes, the following is submitted:

ARTICLE I  
NAME, DURATION, PRINCIPAL OFFICE & REGISTERED AGENT

(a) The name of this corporation shall be: Friends of the Amelia Island Trail, Inc. (the "Corporation").

(b) The Corporation shall have perpetual existence unless dissolved sooner according to law.

(c) The principal office and mailing address of the Corporation will be located at 960185 Gateway Blvd., Suite 203, Amelia Island, FL 32034, or at such other address as may be determined by the Board of Directors.

(d) The resident agent of the Corporation is Michael S. Mullin, Esq., whose office address is 960185 Gateway Blvd., Suite 203, Amelia Island, FL 32034.

ARTICLE II  
PURPOSES

The purposes for which the Corporation is organized are exclusively charitable, educational or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code and more particularly its purposes are:

(a) To protect and promote the scenic beauty of Nassau County, Florida, by educating the public regarding the benefits of bike and scenic trails and the adoption of meaningful regulations and programs to protect and promote the scenic beauty.

(b) To promote and carry out programs that protect natural beauty in the environment, preserve and enhance landscapes and streetscapes, protect historical and cultural resources, promote enhancement of scenic approaches, improve community appearance, and foster establishment and preservation of scenic bike and pedestrian trails.

(c) To promote education of the public about the economic, social, and cultural benefits of protecting and enhancing scenic resources and community appearance, including bike and pedestrian trails.

(d) To coordinate efforts to preserve and enhance visual resources.

(e) To provide information to commissions, garden clubs, historic preservation groups, environmental organizations, civic groups, government agencies, and other individuals and organizations interested in preserving and enhancing visual resources.

(f) To do anything, perform any act, and exercise any right or any power now or hereafter conferred by the laws of the State of Florida upon a general not-for-profit corporation organized under the laws of the State of Florida, and in general, to carry on any of the activities herein set forth to the same extent and as fully as a natural person might or could do. However, nothing set forth in these Articles shall be construed as authorizing the corporation to possess any purpose, object, or power to do anything forbidden by law to a not-for-profit corporation organized under the laws of the State of Florida or to engage in activity not approved by Section 501(c)(3) of the Internal Revenue Code, including any substitute or successor section. The corporation shall not possess or exercise any power or authority, either expressly, by interpretation or by operation of law which will prevent it from at any time qualifying and continuing to qualify as a corporation described in Section 501(c)(3) of the Internal Revenue Code, including any substitute or successor section.

### ARTICLE III INUREMENT OF INCOME

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons or entities except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to reimburse individuals for amounts expended by them in furtherance of the purposes set forth in Article II hereof. No substantial 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 (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code, including any substitute or successor section, or (b) by a corporation, contributions to which are deducted under Section 170(c) (2) of the Internal Revenue Code, including any substitute or successor section.

### ARTICLE IV POWERS OF THE CORPORATION

The Corporation shall have the general power to do all lawful acts, as conferred upon not for profit corporations by Section 617.0302, Florida Statutes, including all those things necessary or expedient in the prosecution of all of the purposes of the Corporation which are necessary and desirable to carry out the purposes and responsibilities of the Corporation.

### ARTICLE V MEMBERSHIP

The Corporation shall have no members.

ARTICLE VI  
DIRECTORS

(a) The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of this Corporation.

(b) The directors shall serve without compensation.

(c) The names and addresses of the initial directors of the Corporation are:

(i) Michael R. Pikula, 1889 Lakeside Drive, South, Fernandina Beach, FL 32034;

(ii) Phillip Scanlan, 1832 Village Court, Fernandina Beach, FL 32034; and

(iii) William R. Moore, 5457 Marshview Lane, Fernandina Beach, FL 32034

(d) The number and the terms of office and qualifications for members of the Board of Directors of the Corporation and the method in which members of the Board of Directors of the Corporation shall be elected shall be provided in the Bylaws of the Corporation; provided, however, that the number of members of the Board of Directors shall at no time be no less than three (3).

ARTICLE VII  
BYLAWS

The Board of Directors of the Corporation shall adopt such Bylaws for the conduct of the business of the Corporation in carrying out its purpose as the Board of Directors may deem necessary from time to time; provided, however, such Bylaws shall not be inconsistent with the provisions of these Articles of Incorporation. The Board of Directors shall have the power to amend, alter, or rescind the Bylaws or adopt new Bylaws.

ARTICLE VIII  
LIMITATIONS ON CORPORATE POWER

If at any time the Corporation is considered a “private foundation” under Section 509(a) of the Code, the following limitations will apply:

(a) The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws;

(b) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any later federal tax laws;

(c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax laws;

(d) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or corresponding provisions of any later federal tax laws; and

(e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any later federal tax laws.

ARTICLE IX  
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the Board of Directors from time to time.

ARTICLE X  
DISSOLUTION

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (including any substitute or successor section or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors may determine. Any asset 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 the court shall determine, which are organized and operating exclusively for such purposes.

ARTICLE XI  
INCORPORATOR

The name and address of the Incorporator is: Michael S. Mullin, Esq., whose office address is 960185 Gateway Blvd., Suite 203, Amelia Island, FL 32034.

Signed by the Incorporator this \_\_\_\_\_ day of July, 2012.

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Michael S. Mullin, Esq.  
960185 Gateway Blvd., Suite 203  
Amelia Island, FL 32034

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, 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 AMELIA ISLAND TRAIL, INC.

2. The name and address of the registered agent and office are:

MICHAEL S. MULLIN., ESQ.  
960185 GATEWAY BOULEVARD, SUITE 203  
AMELIA ISLAND, FL 32034

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 PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: July \_\_\_\_\_, 2012

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Michael S. Mullin