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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BURCH
MAR 30 2021

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: YMCA of Northwest Florida Foundation, Inc.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Kramer A. Litvak, Esq.
Name (Printed or typed)

40 South Palafox Place, Suite 300
Address

Pensacola, Florida 32502
City, State & Zip

(850) 432-9818
Daytime Telephone number

mbodenhausen@ymcanwil.org
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
YMCA OF NORTHWEST FLORIDA FOUNDATION, INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION**

The undersigned, acting as an incorporator of a corporation pursuant to Chapter 617 of the Florida Statutes, adopts the following articles of incorporation for the corporation:

Article I. Name

The name of the corporation shall be YMCA OF NORTHWEST FLORIDA FOUNDATION, INC.

The principal address of the corporation at the time of incorporation is 165 East Intendencia Street, Pensacola, FL, 32502, and its mailing address is P.O. Box 13170, Pensacola, Florida, 32591.

Article II. Duration

The duration of this corporation is perpetual, unless dissolved according to law. The corporate existence shall commence at on the date these articles of incorporation are filed by the Department of State.

Article III. Purpose

(a) The purpose for which this corporation is organized is to benefit and support the Young Men's Christian Association of Northwest Florida, Inc., a Florida not for profit corporation, with principal offices located at 165 East Intendencia Street, Pensacola, Florida, 32502, an organization exempt from taxes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(b) No part of any net earnings shall inure to the benefit of any member, director, or officer of the corporation, except as provided by law.

(c) This corporation shall have and exercise all powers conferred on not-for-profit corporations under the laws of the State of Florida generally, and specifically as provided in the Florida Not for Profit Corporation Act, provided, however, that this corporation has no power to engage in any activity that in itself is not in furtherance of its purposes as set forth in paragraphs (a) and (b) of this Article III.

Article IV. Qualifications and Admission of Members

This corporation shall have no members.

Article V. Registered Office and Registered Agent

The street address of the corporation's initial registered office is 165 East Intendencia Street Pensacola FL. 32502, and the name of the corporation's initial registered agent at that address is Michael Bodenhausen.

Article VI. First Board of Directors

The following persons shall serve the corporation as director until the first annual meeting or other meeting called to elect directors:

<u>Name</u>	<u>Address</u>
John Porter	1717 North "E" Street Suite 320 Pensacola, FL. 32501
John Daniel	501 Commendencia Street Pensacola, FL. 32502
Kramer A. Litvak	40 S. Palafox Place, Suite 300 Pensacola, FL 32502
Stephanie White	2800 Banquos Trail Pensacola, FL. 32503
Jodi Dubose	41 North Jefferson Street Suite 111 Pensacola, FL. 32502
Karlis Burton	905 Caterpillar Ln Cantonment, FL 32533

Article VII. Basis Under Which Corporation Organized

The corporation is a not-for-profit corporation as defined by the Florida Not for Profit Corporation Act, Fla. Stat. § 617.01401. As such, it is not organized for the pecuniary gain or profit of, and none of the net earnings, nor any part thereof, shall be distributable to, its members, directors, officers, or other private persons, except as specifically permitted under the provisions of the Florida Not for Profit Corporation Act.

Article VIII. Management of Corporate Affairs

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors shall be as set for in the bylaws. The number of directors may be changed by a bylaw adopted by the board of directors.

(b) Election of Directors. The method of electing directors shall be as set forth in the bylaws.

(c) Elective Officers. The officers of this corporation shall be a president, a vice-president, a secretary, and a treasurer. Other offices and officers may be established or appointed

by the board of directors at any regular annual meeting or any special meeting of the board of directors called for such a purpose. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

Article IX. Incorporators

The name and address of the incorporator is Michael Bodenhausen, 165 East Intendencia Street, Pensacola FL, 32502.

Article X. Bylaws

Bylaws will be adopted at the first meeting of the board of directors. The bylaws may be amended or repealed, in whole or in part, by the directors in the manner provided in the bylaws.

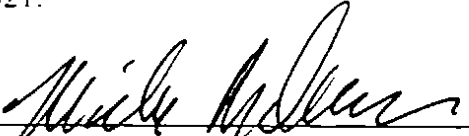
Article XI. Amendment of Articles

These articles of incorporation may be amended or repealed, in whole or in part, by the directors as provided in the bylaws.

Article XII. Distribution on Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or 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 a court of competent jurisdiction 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.

In witness whereof, the undersigned incorporators have executed these articles of incorporation on the 1 day of March, 2021.

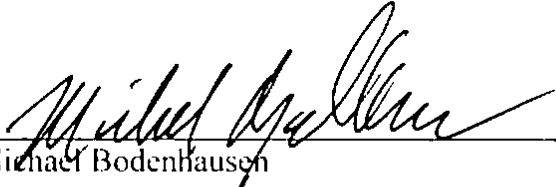


Michael Bodenhausen,
Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Michael Bodenhausen, am familiar with and hereby accept the appointment as Registered Agent for YMCA OF NORTHWEST FLORIDA FOUNDATION, INC., as set forth in the Articles of Incorporation filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 1 day of March, 2021.



Michael Bodenhausen

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TALLAHASSEE, FLORIDA