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FLORIDA PROFIT/NON PROFIT CORPORATION
Northwest Florida Manufacturers Council, Inc.

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**ARTICLES OF INCORPORATION OF
NORTHWEST FLORIDA MANUFACTURERS COUNCIL, INC.
A FLORIDA NONPROFIT CORPORATION
(c6)**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

The name of this corporation is Northwest Florida Manufacturers Council, Inc.

ARTICLE II.

The duration of this Corporation shall be perpetual, commencing with the filing of these Articles with the Department of State of the State of Florida.

ARTICLE III.

The Corporation is organized and shall be operated exclusively as a "business league" within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 (the "Code") or corresponding sections of any prior or future Internal Revenue Code. In furtherance of these purposes, the Corporation shall (i) promote the manufacturing sector of the economy throughout the Northwest Florida area (ii) expand the supply of skilled workers available to serve the manufacturing industry in the Northwest Florida area (iii) enhance public awareness and the benefits of the manufacturing industry in the Northwest Florida area (iv) represent the interests of the manufacturing industry in the Northwest Florida area with federal, state and local agencies and with the public (v) serve as an affiliate chapter of the Manufacturers Association of Florida and (vi) foster development of the manufacturing industry in the Northwest Florida area including, without limiting the generality of the foregoing:

(a) Promote and support, by donation, collection of dues, loan or otherwise, the interests and purposes described above for the Corporation and other organizations which provide or conduct activities which fall within the category of Section 501(c)(6) and Section 509(a)(1) or Section 509(a)(2) of the Code providing or furthering the purposes

described above.

(b) Raise funds for the Corporation and any or all of the organizations described in subparagraph (a) of this article from the public and from all other sources available and receive and maintain such funds and expend principal and income therefrom in furtherance of these purposes.

(c) Own, lease or otherwise deal with all property, real and personal, to be used in furtherance of these purposes.

(d) Own or operate facilities or own other assets for use in furtherance of these purposes.

(e) Contract with other organizations, for profit and not for profit, with individuals, and with governmental agencies in furtherance of these purposes

(f) Otherwise operate exclusively for purposes within the meaning of Section 501(c)(6) of the Code, in the course of which operation:

(i) 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 persons, 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 the purposes set forth herein.

(ii) Notwithstanding any other provisions of these articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Code.

The Corporation shall not as its primary activity engage in a regular business of a kind ordinarily carried on for profit.

ARTICLE IV.

No power or authority shall be exercised by the Directors, officers or employees of the Corporation in any manner or for any purpose whatsoever which may jeopardize the status of the

Corporation as an exempt organization under Section 501(c)(6) of the Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE V.

Any person or entity may become a member of the Corporation who is interested in furthering the purposes of the Corporation upon application and approval by the Board of Directors. The members shall be approved by the Board of Directors on such nondiscriminatory terms as the Board of Directors shall determine consistent with these Articles and the Corporation's Bylaws. There may be more than one class of members; however, no member shall be provided with more than one vote. All members shall be required to pay such dues and membership fees as the Board of Directors shall put in place on a nondiscriminatory basis.

ARTICLE VI.

The street address of the principal office of the Corporation is 100 College Blvd., Niceville, Florida 32578.

The street address of the initial registered office of the Corporation is 501 Commendencia Street, Pensacola, Florida.

The name of the initial registered agent at such address is Gary B. Leuchtman.

ARTICLE VII.

There shall be twelve (12) directors constituting the initial board of directors.

The name and address of each person who is to serve as an initial director is as follows:

<u>Name</u>	<u>Address</u>
Greg Britton	Fort Walton Machining 43 Jet Drive Fort Walton Beach, FL 32548
Stan Connally	Gulf Power Company One Energy Place Pensacola, FL 32520

Allan Bense

GAC Contractors
1405 West Beach Drive
Panama City, FL 32401

Brian Fish

Exelis
5900 Venture Crossings Blvd.
Panama City, FL 32409

Joe Tannehill, Jr.

MERRICK Industries
10 Arthur Drive
Lynn Haven, FL 32444

Dwane Brumfield

Taminco
4575 Hwy. 90 East
Pace, FL 32571

Brett DeJong

International Paper
375 Muscogee Road
P.O. Box 87
Cantonment, FL 32533

Terry Ellis

West Point Home
1056 Commerce Avenue
Chipley, FL 32428

Pedro Fuster

Rock Tenn
1 Everitt Avenue
Panama City, FL 32401

Jorge Gonzalez

The St. Joe Company
133 South Watersound Parkway
Watersound, FL 32413

Tim Montgomery

Ascend Performance Materials
3000 Old Chemstrand Road
Cantonment, FL 32533

Ed Phelan

Maritech Machine
1740 Sherman Avenue
Panama City, FL 32405

ARTICLE VIII.

The name of the incorporator of this Corporation is Gary B. Leuchtman, whose address is 501 Commendencia Street, Pensacola, Florida.

ARTICLE IX.

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer

seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not object to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

(e) The indemnification contained in this Article IX shall not constitute a waiver of the protection of Section 617.0834, Florida Statutes, or any other provision of law exonerating

officers or directors of Florida not for profit corporations from liability.

ARTICLE X.

(a) The power of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The initial number of directors of the Corporation shall be twelve (12); provided, however, that such number may be increased to as many as fifteen (15), or decreased to no less than seven (7), at an annual meeting of the Board of Directors; provided, further, however, at least seventy-five percent (75%) of the Directors shall be affiliated with or employed by manufacturing entities. The initial Board of Directors shall consist of the persons named hereinabove. Thereafter, the Board of Directors shall consist of such persons as may be chosen from time to time in accordance with the Corporation's Bylaws.

(b) The Board of Directors shall elect such officers as the bylaws of this Corporation may authorize the directors to elect from time to time. Such officers shall be initially elected at the organizational meeting of the board of directors.

ARTICLE XI.

The bylaws of the Corporation may be made, altered, amended, or rescinded by the affirmative vote of two-thirds of the directors present at any meeting of the Board of Directors at which a quorum is present, provided that a brief description of such proposed action shall have been published in or with the notice of the meeting.

ARTICLE XII.

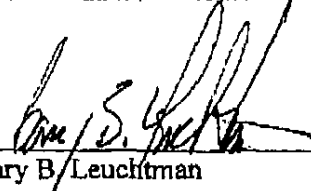
Amendments to these Articles of Incorporation may be proposed by three or more of the directors, and shall be adopted by the affirmative vote of two-thirds of the Directors present at any meeting of the Board of Directors at which a quorum is present, provided that a brief description of the proposed amendment(s) have been published in or with the notice of the meeting.

ARTICLE XIII.

In the event of dissolution, the residual assets of the Corporation will be turned over to

one or more organizations which themselves are exempt as organizations described in Sections 501(c)(6) or 501(c)(3) of the Code, to benefit the inhabitants of the Northwest Florida area or to the federal, state or local government for exclusively public purposes, as the Board of Directors shall determine. Any such residual assets not so disposed of shall be disposed of by a court of competent jurisdiction in the state in which the principal office of the Corporation is then located, exclusively for charitable, scientific or educational purposes within the meaning Section 501(c)(3) of the Code as said court shall determine.

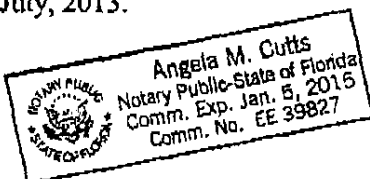
The undersigned, being the incorporator of this Corporation, for the purpose of forming this nonprofit corporation under the Laws of the State of Florida has executed these articles of incorporation on July 26th, 2013.


Gary B. Leuchtman

STATE OF FLORIDA
COUNTY OF ESCAMBIA

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Gary B. Leuchtman, to me personally known or who has produced _____ as identification, and known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed, who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 26 day of July, 2013.




NOTARY PUBLIC

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13 JUL 29 AM 10:36
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Florida Statutes Section 48.091 and 617.0501, the following is submitted:

Northwest Florida Manufacturers Council, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated Gary B. Leuchtman as its initial Registered Agent and Office.

By: 

Gary B. Leuchtman

Having been named Registered Agent for the above stated Corporation, at the designated Registered Office, the undersigned, being familiar with the obligations associated with being designated as Registered Agent, hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping the office open.


Gary B. Leuchtman