

714684



WEST FLORIDA HISTORIC PRESERVATION, INC.

Post Office Box 12866 Pensacola, Florida 32576-2866  
Telephone: 850-595-5985 Suncom: 695-5985 Fax: 850-595-5989  
Email: info@historicpensacola.org

July 18, 2001

Amendment Section  
Division of Corporations  
State of Florida Secretary of State  
P.O. Box 6327  
Tallahassee, FL 32314

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\*\*\*\*\*50.75 \*\*\*\*\*50.75

Re: Articles of Amendment for West Florida Historic Preservation, Inc., formerly known as  
Historic Pensacola, Inc.; Corporation Document No. 714684


Ladies and Gentlemen:

Transmitted with this letter please find form of Articles of Amendment to the Articles of  
Incorporation for West Florida Historic Preservation, Inc., formerly known as Historic  
Pensacola, Inc. Please return a certified copy of the Articles of Amendment to me at the address  
set forth above. Also transmitted herewith is a check in the amount of \$50.75, being an amount  
equal to the sum of the following:

\$35.00 filing fee  
8.75 fee for certified copy  
7.00 fee for pages over 8  
\$50.75

Thank you. Please feel free to call me at the number set forth above if you have any  
questions or if there are any problems with this filing.

Sincerely,

  
John P. Daniels  
Executive Director

FILED  
01 AUG 29 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amended + Restated n/c

T BROWN AUG 30 2001



UNIVERSITY  
*of* WEST  
FLORIDA

August 3, 2001

Teresa Brown  
Amendment Section  
Division of Corporations  
State of Florida Secretary of State  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Amended and Restated Articles for West Florida Historic Preservation, Inc., formerly known as Historic Pensacola, Inc.; Corporation Document No. 714684

Dear Ms. Brown:

Transmitted with this letter please find revised form of Amended and Restated Articles of Incorporation for West Florida Historic Preservation, Inc., formerly known as Historic Pensacola, Inc., as you and I have discussed.

Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in black ink that reads "Patricia D. Lott".

Patricia D. Lott  
Associate General Counsel

historic pensacola dso  
forwards revised articles to dos



UNIVERSITY  
of WEST  
FLORIDA

August 23, 2001  
Via U.S. Mail

Teresa Brown  
Amendment Section  
Division of Corporations  
State of Florida Secretary of State  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Amended and Restated Articles for West Florida Historic Preservation, Inc., formerly known as Historic Pensacola, Inc.; Corporation Document No. 714684

Dear Ms. Brown:

Transmitted with this letter please find revised form of Amended and Restated Articles of Incorporation for West Florida Historic Preservation, Inc., formerly known as Historic Pensacola, Inc., as you and I discussed on August 15. You have previously received the filing fee with respect to these Articles and for a certified copy thereof.

Thank you for your assistance in this matter.

Sincerely,

Patricia D. Lott  
Associate General Counsel

historic pensacola dso  
forwards restated articles to brown

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
of**

Historic Pensacola, Inc.  
(present name)

714684

(Document Number of Corporation (If known))

FILED  
01 AUG 29 PM 3: 50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Pursuant to the provisions of section 617.1007, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Amended and Restated Articles of Incorporation:.*

**FIRST:** The Articles of Incorporation of the corporation shall read as follows:

*ARTICLE I - NAME*

The name of the Corporation shall be WEST FLORIDA HISTORIC PRESERVATION, INC.

*ARTICLE II - PURPOSES*

Said Corporation is organized exclusively for charitable, religious, educational, literary and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or the corresponding provisions of any future United States Internal Revenue Law.

The Corporation is organized to support the historic preservation efforts and the historic preservation education programs and initiatives of the University of West Florida (the "University") by serving as a direct support organization of the University, and in furtherance thereof:

To acquire and hold (whether in trust, fee simple or otherwise and for any length of time), and to preserve, restore reproduce, maintain, operate and exhibit ancient or historical landmarks, locations, sites, monuments, buildings, remains or other property of historic or antiquarian interest, value, beauty, scientific interest, recreational utility, or other unusual features, within the City of Pensacola and surrounding areas, and to gather and disseminate information in connection therewith;

To assist, promote, provide for, establish, maintain or operate museums or other places for exhibits and for the use of objects, books and documents; and also to collect and preserve artifacts, relics, books, documents and exhibits of historical, educational, scientific, or other interest to scholars, students or other interested persons;

To promote research and education and further useful knowledge in the realm of science, history, literature, music and art; and in connection therewith, to research,

prepare, publish, and procure, for the use and benefit of the general public, books, reports, articles, pamphlets, brochures, documents, maps, photographs, films, sound recordings, and other products of similar nature in furtherance of the protection and preservation of and the dissemination of information about historic sites and properties, as well as persons, places, events, conditions, objects, patterns, behaviors, records, and times pertaining to Florida history;

To the extent permitted by law, to solicit, raise, accept and receive grants, gifts and bequeaths of money, securities or other property, as the case may be, from the federal government, state governments, private foundations, business entities and individuals and to hold or dispose of the same in accordance with the instructions of any donors thereof, and to invest and reinvest the same, and to employ the interest and income from such investments as well as the principal in furtherance and for the achievement of its corporate purposes; and

To acquire in any lawful manner, hold, manage, administer, operate, pledge, sell, rent, lease, transfer, or in any manner, dispose of, deal or trade in property of any kind, class and description wheresoever located, including, without limitation, real estate, goods, merchandise and tangible or intangible property.

### *ARTICLE III - CORPORATE POWERS*

The Corporation shall have all of the corporate powers now or hereafter authorized or permitted to not for profit corporations pursuant to the Laws of the State of Florida and all of those corporate powers now or hereafter authorized or permitted through Chapter 267.173 Florida Statutes (the "Act"), and in addition thereto shall have the following powers:

To employ such employees, officers and other personnel, including an Executive Director, and to appoint such agents or representatives as may be necessary or appropriate to carry out its purposes and programs;

To receive, hold, invest, and administer property and to make expenditures to or for the benefit of the University;

To enter into contracts for the provision of goods and services with any person, natural or otherwise, and to borrow money and incur liabilities, issue notes, bonds or other obligations and to secure the same by mortgages or pledges upon any of its properties, franchises or income; and to sue and be sued and appear and defend all actions and proceedings in the Corporation's name;

To acquire by donation, devise, gift, purchase, lease, or otherwise, property of any kind whatsoever, and to sell, convey, lease, pledge, transfer or dispose of such property, and to invest and reinvest the proceeds from the sale, or proceeds and income therefrom, in such manner as the Board of Directors determines will best promote the purposes of the Corporation;

To hold property of any kind whatsoever, whether subject to restrictions imposed by the donor on transferability or otherwise, and whether intended to be held in trust or

otherwise, and to administer or manage such property in accordance with such restrictions, instructions, or conditions, insofar as the same is legally possible, and such restrictions, instructions, or conditions, shall be binding upon the Board of Directors of the Corporation; provided, however, that if the purpose for which the donation of the property was made shall cease to exist and the restrictions, instructions and conditions under which such property was received are impracticable to follow or comply with, then, such property may be transferred or may otherwise become a part of the general funds or property of the Corporation and shall be administered as such in order to effectuate the corporate purposes; and

To do all things incident, necessary or proper for the accomplishment of any of the purposes of the Corporation or the attainment of any of its objects or the furtherance of any of the powers enumerated in these Articles of Incorporation or any amendment thereto; provided, however, that in no event shall the Corporation be empowered to take any action prohibited to not for profit corporations by Florida law or which would cause the Corporation to be treated as a for profit corporation pursuant to the United States Internal Revenue Code, as amended (the "Code"), including, without limitation, engaging in the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Code) or participating or intervening in any political campaign on behalf of any candidate for public office.

#### *ARTICLE IV - TERM OF EXISTENCE*

The Corporation shall have perpetual existence.

#### *ARTICLE V - MEMBERSHIP*

The membership of the Corporation shall consist of the directors of the Corporation as voting members (the "Directors") and an unlimited number of non-voting members. The Directors shall initially be composed of the seven trustees of the Historic Pensacola Preservation Board as appointed by the Governor of the State of Florida pursuant to the provisions of Section 266.103 of the Florida Statutes, who shall serve for the duration of their appointed terms, and the President of the University of West Florida or his/her designee. Additional members or members to fill vacancies shall be appointed by the President of the University in consultation with the Directors.

The non-voting members shall consist of all persons interested in the purposes of the Corporation who shall be admitted by the Board of Directors of the Corporation upon satisfaction of those conditions for admission set forth by the Board.

#### *ARTICLE VI - BOARD OF DIRECTORS*

The affairs of the Corporation shall be managed by a Board of Directors (the "Board"). The number of Directors shall be determined by the President of the University from time to time. The Board initially shall consist of the Directors described in Article V of these Articles. Upon the expiration of the term of each initial Director, a replacement Director shall be appointed by the President of the University in consultation

with the remaining Directors, provided that such appointments shall be consistent with the requirements of the Act. As provided in the Act, membership on the Board shall include professional expertise to ensure the University meeting its dual purposes of historic preservation and historic preservation education, to include, but not be limited to: a licensed architect who has expertise in historic preservation and architectural history; a professional historian in the field of American history; and a professional archaeologist. All Directors must have demonstrated interest in the preservation of Florida's historical and archaeological heritage. Membership on the Board must be representative of the areas of West Florida served by the Corporation and the University in their preservation efforts.

#### *ARTICLE VII - LIMITATIONS*

As provided in the Act, the Corporation shall operate under written contract with the University. No part of the financial contributions or net earnings of the Corporation shall inure to the benefit of, or be distributable to, its incorporators, directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to make payments and distributions in furtherance of any of its purposes.

#### *ARTICLE VIII - DISTRIBUTION OF ASSETS UPON DISSOLUTION*

Upon dissolution or if the Corporation is no longer approved to operate as a direct support organization for the University, all of its assets remaining after payment or provision for payment of all debts and liabilities of the Corporation shall be transferred to the University or the State of Florida (or to such other governmental entity as may be provided by law) if the University ceases to exist, and none of the assets of the Corporation will be distributed to any member, director, or officer of the Corporation.

#### *ARTICLE IX - AMENDMENT*

These Articles of Incorporation may be amended upon the affirmative vote of a majority of the Directors at any duly noticed meeting of the Board. However, any changes must be consistent with the Act and be approved by the President of the University before being filed with the Secretary of State.

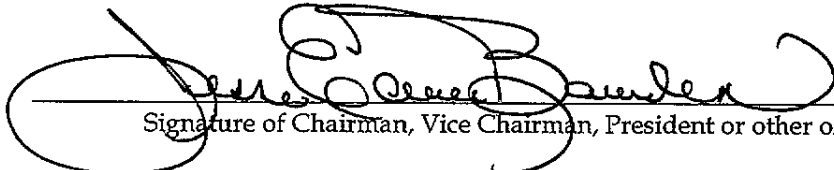
**SECOND:** The Amended and Restated Articles were adopted at a meeting of the Board of Directors of the Corporation held on June 27, 2001, and the number of votes cast for the adoption of the Amended and Restated Articles of Incorporation was sufficient for approval. The Amended and Restated Articles was adopted by the members and the number of votes cast was sufficient for approval.

**THIRD:** The registered agent for the Corporation is John P. Daniels.

**FOURTH:** The Principal Address for the Corporation is 120 East Church Street Pensacola, FL 32501.

**FIFTH:** The names and addresses of the Board of Directors of the Corporation are as follows:

1. Bowden, J. Earle  
220 McCutchen Place, Pensacola, FL 32503
2. Currin, B.M. Dr.  
18 West Wright Street, Pensacola, FL 32501
3. Daughtry, Denise  
226 Intendencia Street, Pensacola, FL 32501
4. Langhorne, Patsy  
42 Star Lake Drive, Pensacola, FL 32507
5. Marx, Morris L. Dr.  
11000 University Parkway, Bldg. 10, Pensacola, FL 32514
6. Quina, Carter  
400 West Romana Street, Pensacola, FL 32501
7. Rentz, Lucy  
4795 Velasquez Place, Pensacola, FL 32501
8. Young, Jacqueline Y. Dr.  
131 Calle de Santiago, Pensacola, FL 32501

  
\_\_\_\_\_  
Signature of Chairman, Vice Chairman, President or other officer

Jesse Earle Bowden

\_\_\_\_\_  
Typed or printed name

Chairman

8/20/01

\_\_\_\_\_  
Title

\_\_\_\_\_  
Date