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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
PENSACOLA BIG GAME FISHING CLUB, INC.**

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Amended & Restated

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Art.

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PENSACOLA BIG GAME FISHING CLUB, INC.**

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TALLAHASSEE, FLORIDA

PREAMBLE

The original Articles of Incorporation were filed with the Florida Secretary of State on July 14, 1970. Subsequently, the Board of Directors and Members approved and adopted these Amended and Restated Articles of Incorporation, in accordance with the original Articles of Incorporation on December 28, 2017. The following Amended and Restated Articles of Incorporation supersede and control over the original Articles of Incorporation.

Article I

The name of the corporation (the "Corporation") shall be **PENSACOLA BIG GAME FISHING CLUB, INC.**, a Florida corporation not for profit.

Article II

The address of the principal office is 4021 Navy Boulevard, Pensacola, Florida 32507, and the mailing address is Post Office Box 401, Pensacola, Florida 32591.

Article III

The Corporation is organized and operated exclusively for scientific, educational and charitable purposes, which will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws; and for the purposes for which a corporation may be formed under the Not-for-Profit Corporation Law of the State of Florida; and not for a pecuniary profit or financial gain. Additional purposes of the Corporation shall be:

1. To stimulate and encourage the sport of big game fishing in Northwest Florida Coastal Waters and, more particularly, in those water near and off shore of Pensacola, FL;

2. To demonstrate the recreational facilities and the abundance of big game fish off and near the coast of Pensacola, Florida, and to advertise, publicize and promote Pensacola as a recreational attraction, and as a big game fishing area;
3. To encourage and promote conservation and study of game fishes; to assist and cooperate with other members, clubs and scientific foundations in the collection and dissemination of available data and information;
4. To encourage and promote the sport of big game fishing as a recreation and as a source of scientific data; and
5. To maintain the ethics of the sport by adhering to the rules of the International Game Fish Association.

Article IV

The Corporation shall have members as set forth in the Bylaws of the Corporation. Any persons who qualify and approved, as set forth in the Bylaws of the Corporation, shall be eligible to membership in this Corporation. Each Member that is in good standing and current on all dues and assessment shall have one (1) vote on matters that come before the general membership.

Article V

The duration for which this Corporation is to exist shall be perpetual.

Article VI

The officers of the Corporation who shall manage the affairs of the Corporation, subject to the direction of the Board of Directors, shall be a President, a Vice President, a Secretary, and a Treasurer. The offices of Secretary and Treasurer may be held by the same person. Officers shall be elected at the annual meeting of the Board of Directors.

Article VII

The business affairs of the Corporation shall be managed by a Board of Directors, which shall be not less than fifteen (15) members, as determined at the annual meeting of members. The directors shall be elected for a three (3) year term by the then exiting board of directors, as more fully set forth in the Corporation's Bylaws.

Article VIII

The By-Laws of the Corporation are to be made, altered or rescinded by the Board of Directors of the Corporation, or the general membership as set forth in the Bylaws of the Corporation.

Article IX

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, 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 in Article 3 hereof. No substantial part of the activities of the Corporation shall be the carrying on or propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other 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 of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law).

Notwithstanding any other provisions of these Articles, this Corporation shall not, except to any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

Article X

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, turn over all of the assets of the Corporation to an exempt organization described in Sections 501(c)(3) and 170(c)(2) of the Code, and dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation to such organization or organizations organized and operated exclusively for scientific, educational and charitable purposes as shall at any time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

Article XI

The property of this Corporation is irrevocably dedicated to scientific, educational and charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

Article XII

Amendments to the Articles of Incorporation may be proposed and adopted by vote of a majority of the Board of Directors or the general membership.

Article XIII

Until changed, the resident agent of the Corporation upon whom process may be served is Robert S. Rushing, and the address of the Corporation's registered office is 801 West Romana Street, Suite A, Pensacola, Florida 32502.

Article XIV


This Corporation shall have all of the powers granted to a not-for-profit corporation under the laws of the State of Florida, except any power which would invalidate its right to be a tax exempt corporation under the Internal Revenue Code of 1986, as amended, of the United States.

IN WITNESS WHEREOF, the below named subscriber has hereunto set his hands and seal to this instrument, this 28th day of December, 2017.


PERRY PALMER, SECRETARY

STATE OF FLORIDA
COUNTY OF ESCAMBIA

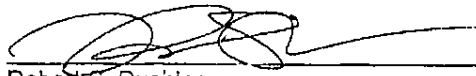
The foregoing instrument was acknowledged before me this 28th day of December, 2017 by Perry Palmer (who is personally known to me) or has produced _____ as identification.


Notary Public, State of Florida

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Robert S. Rushing, hereby accept the appointment as Registered Agent for **PENSACOLA BIG GAME FISHING CLUB, INC.**, as set forth in its Articles of Incorporation being filed simultaneously herewith, and acknowledges that he is familiar with, and agrees to accept the obligations and responsibilities imposed upon registered agents for the Corporation and further agrees to comply with all the provisions of all statutes relative to the proper and complete performance of his duties and to accept the duties and obligations of the Florida Statutes.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 28th day of December, 2017.


Robert S. Rushing