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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
PENSACOLA SPORTS ASSOCIATION, INC.**

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

PENSACOLA SPORTS ASSOCIATION, INC.

f/k/a

PENSACOLA SPORTS ASSOCIATION FOUNDATION, INC.

PREAMBLE

The original Articles of Incorporation of Pensacola Sports Association Foundation, Inc. were filed with the Florida Secretary of State on December 23, 1981. On December 31, 2020, Pensacola Sports Association Foundation, Inc. merged with Pensacola Sports Association, Inc., with Pensacola Sports Association Foundation, Inc. being the surviving entity. Immediately following the merger, on December 31, 2020, Pensacola Sports Association Foundation, Inc. changed its name to Pensacola Sports Association, Inc. Subsequently, the Board of Directors approved and adopted these Amended and Restated Articles of Incorporation, in accordance with the original Articles of Incorporation on September 6, 2022. 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 SPORTS ASSOCIATION, INC.**, a Florida corporation not for profit.

Article II

The address of the principal office is 101 West Main Street, Pensacola, Florida 32502, and the mailing address is 101 West Main Street, Pensacola, Florida 32502.

Article III

The Corporation is organized and operated exclusively for charitable, scientific, educational, or fostering national and international amateur sports competition, 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

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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.

Article IV

The Corporation shall not have members as set forth in the Bylaws of the Corporation.

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 Chairman, a Vice Chairman, a Past Chairman, a Secretary, and a Treasurer. 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 twelve (12) directors, and no more than thirty (30) directors, as determined at the annual meeting of the Board of Directors. The Directors shall be elected for a three (3) year term by the then existing Board of Directors, as more fully set forth in the Corporation's Bylaws. All directors and officers shall be entitled to indemnification and have immunity from civil liability as provided by the Florida Not for Profit Corporation Act, as amended.

Article VIII

The By-Laws of the Corporation are to be made, altered or rescinded by the Board of Directors of the Corporation, 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 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

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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 or mission 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 that 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.

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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 any person 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.

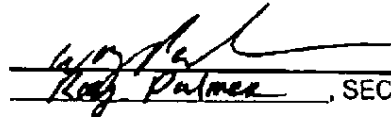
Article XIII

Until changed, the resident agent of the Corporation upon whom process may be served is Ray Palmer, and the address of the Corporation's registered office is 101 West Main Street, 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 30th day of September 2022.


_____, SECRETARY

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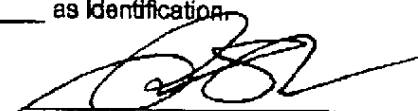
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STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was sworn to, subscribed and acknowledged before me by means of ☒ physical presence or () online notarization this 30th day of September 2022, by Ray Palmer as Secretary of Pensacola Sports Association, Inc., a Florida not for profit corporation on behalf of said corporation. He/She ☒ is personally known to me or () has produced _____ as identification.

(Affix Notary Seal)

 (SEAL)
NOTARY PUBLIC
Printed name: Robert Rushing



Robert Sterling Rushing
Notary Public
State of Florida
My Commission Expires 09/20/2025
Commission No. 191178008

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JULIA MASSEY, JR.


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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Ray Palmer, hereby accept the appointment as Registered Agent for **PENSACOLA SPORTS ASSOCIATION, INC.**, as set forth in its Articles of Incorporation being filed simultaneously herewith, and acknowledges that I am familiar with, and agree to accept the obligations and responsibilities imposed upon registered agents for the Corporation and further agree to comply with all the provisions of all statutes relative to the proper and complete performance of my duties and accept the duties and obligations of the Florida Statutes.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 30th day of September, 2022.



Ray Palmer

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