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REEVES AND DAVIS

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FILED

00 MAR 13 PM 2:04

JAMES J. REEVES
WILLIAM GUY DAVIS, JR.

DAVID LUTHER WOODWARD
(ALSO ADMITTED IN OKLAHOMA & TEXAS)
OF COUNSEL

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE (904) 438-7400
FAX (904) 438-7350

9 March, 2000

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

Re: Long Hollow Neighborhood Association, Inc.
A New Florida Corporation Not for Profit

600003167616--0
-03/13/00--01136--014
*****78.75 *****78.75

Dear Madam,

Enclosed is a check for \$78.75. Please accept for filing the attached Articles of Incorporation and designation and acceptance of Registered Agent, for the above-listed new Florida Corporation Not for Profit. Please return a certificate of status to the following address:

Long Hollow Neighborhood Association, Inc.
105 East De Soto Street
Pensacola, Florida 32501

Thank you for your assistance.

Very Sincerely,

James J. Reeves

Enclosure

NA 6001
Rt 3/10/2000

ARTICLES OF INCORPORATION
FOR
LONG HOLLOW NEIGHBORHOOD ASSOCIATION, INC.
A Corporation Not For Profit

FILED
00 MAR 13 PM 2: 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COMES NOW the Undersigned, and by these Articles, forms a Corporation Not For Profit under Chapter 617, Florida Statutes, and certifies as follows:

ARTICLE I

Name

The name of the corporation shall be LONG HOLLOW NEIGHBORHOOD ASSOCIATION, INC., A Corporation Not For Profit. For convenience, the Corporation shall be referred to in these Articles of Incorporation, as the Association. The initial office of the Association shall be 105 East De Soto Street, Pensacola, Florida 32501.

ARTICLE II

Purpose

A. This Association is, and shall remain a Corporation Not For Profit. The Association is organized for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding portions of any future United States Internal Revenue law, including, to the extent permitted by Section 501(c)(3), the redevelopment, promotion, upgrading and rehabilitation of cultural, historical, social and economic aspects of the Long Hollow Neighborhood District of Pensacola, Florida which is defined in the Bylaws of this Association and referred to herein as "Neighborhood").

B. The purposes of this Association shall include:

1. This Association is organized to undertake and facilitate projects, in concert with civic, government and church organizations, private enterprise, neighborhood coalitions and other such organizations, which lead to the creation and maintenance of a sound socio-economic foundation in the targeted neighborhood(s), including the revitalization of economic health in established commercial sections of such neighborhoods and the development, rehabilitation and preservation of the Long Hollow Neighborhood, as defined in the Bylaws of this Association.
2. This Association will facilitate such objectives through the development and promotion of diverse and broad-based projects, giving priority to the apparent needs of the Neighborhood.
3. This Association will support economic, commercial and community development activities which will provide jobs for low and moderate income persons in the Neighborhood and provide opportunities for such persons to improve their income level.
4. This Association will support essential public services for low and moderate income families which will promote Neighborhood unity and pride and aid in the prevention or elimination of crime, slum and blight.
5. This Association will support educational and civic programs and organizations which tend to develop or strengthen the Neighborhood's socio-economic foundation.
6. This Association will support community development services and activities which will promote unity and cohesion among the residents and entrepreneurs of the Neighborhood.
7. This Association will support the preservation or development of the aesthetic environment, recreational value and historic nature, of the Neighborhood.

9. This Association will undertake such other community development needs that may have particular urgency because existing conditions pose a serious and immediate threat to the health and welfare of the Neighborhood.

C. This Association will make no distributions of its net income to its members, directors or officers. No part of the net earnings, if any, of the Association shall inure to the benefit of any individual member.

D. Notwithstanding any other provision of these articles, this Association shall not carry on any activity not permitted to be carried on by an organization exempt from the Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future United States Internal Revenue law.

ARTICLE III

Powers

A. The Association shall have all of the common law and statutory powers of a Florida Corporation Not For Profit which are not in conflict with the terms of these Articles and the Association shall have all of the powers and duties set forth in Chapter 617 of the Florida Statutes.

B. The Association shall employ all of its powers herein provided in order to fully carry out the purposes set forth in Article II, above.

ARTICLE IV

Registered Agent

The initial registered agent of the Association is Michelle R. MacNeil. The Association's initial registered office is 105 East De Soto Street, Pensacola, Florida 32501.

ARTICLE V

Members

A. Any person interested in furthering the purposes of the Association may become a member by signing and delivering to the Secretary of the Corporation a membership application form and meeting such uniform criteria as may be determined by the Board of Directors.

B. Each member of the Association shall be entitled to one vote as a member of the Association. The manner of exercising voting rights shall be determined by the By-laws of the Association

ARTICLE VI

Directors

A. The affairs of the Association will be managed by a board consisting of the number of directors fixed in the By-laws, but not less than three directors. All Directors shall also be Members of the Association.

B. The Directors of the Association shall be elected at the annual meeting of the members in the manner specified in the By-laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the By-laws.

C. The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected and qualified, or are removed, are as follows:

Michelle MacNeil

105 East De Soto Street
Pensacola, Florida 32501

Christian Wagley 414 North Guillemard Street
Pensacola, Florida 32501

Melanie Nichols 14 East Gonzalez Street
Pensacola, Florida 32501

ARTICLE VII

Officers

The Officers of the Association shall be defined in the Association's Bylaws and shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association. They shall serve at the pleasure of the Board of Directors.

ARTICLE VIII

Indemnification

Each director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonable incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred., except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE IX

By-laws

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors or the membership in any manner provided by the By-laws.

ARTICLE X

Amendments

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

1. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.
2. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting to consider the amendment may express their approval in writing, provided such approval is delivered to the Secretary at or prior to the meeting.
3. A copy of each amendment shall be certified by the Secretary of State, State of Florida and may be recorded in the public records of Escambia County, Florida, if otherwise permitted or required.

ARTICLE XI

Term

The term of the Association shall be perpetual.

ARTICLE XII

Distribution of Assets Upon Dissolution

Upon dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, as resolved by the Board of Directors, or to the Federal, State or Local government for exclusive public purposes.

ARTICLE XIII

Effective Date

These Articles of Incorporation shall become effective on the Ninth day of March, 2000.

ARTICLE XIV

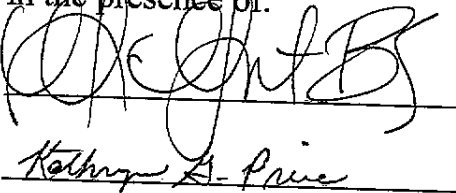
Incorporators

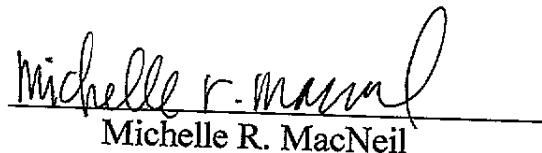
Michelle MacNeil

105 East De Soto Street
Pensacola, Florida 32501

IN WITNESS WHEREOF, the subscriber has hereunto affixed her signature this 9 day of MARCH, 2000.

Signed, sealed and delivered
in the presence of:


Kathryn A. Price


Michelle R. MacNeil

ACKNOWLEDGMENT

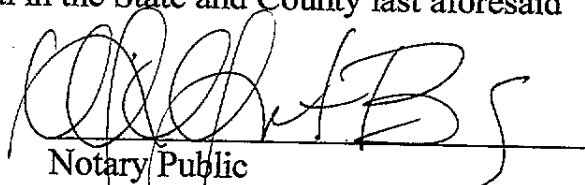
STATE OF FLORIDA
COUNTY OF ESCAMBIA

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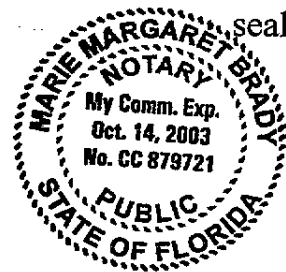
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BEFORE ME, the undersigned authority, a Notary Public in and for the State of Florida at Large, on this day personally appeared Michelle R. MacNeil, who is known to me and known to me to be the persons who made and subscribed the foregoing Articles of Incorporation and they acknowledged before me that they made, subscribed and executed said Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 9th day of March, 2000


Notary Public
State of Florida At Large

My Commission Expires 10-14-03



CERTIFICATE OF REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

That LONG HOLLOW NEIGHBORHOOD ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Article of Incorporation at the City of Pensacola, County of Escambia, State of Florida, has named Michelle R. MacNeil, located at 105 East De Soto Street, Pensacola Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

STATE OF FLORIDA

*

*

ESCAMBIA COUNTY

*

FILED
00 MAR 13 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated by this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

Michelle R. MacNeil

Michelle R. MacNeil

Registered Agent

Sworn to, acknowledged and subscribed before
me this 9 day of March, 2000.

[Signature]

Notary Public

My Commission Expires

