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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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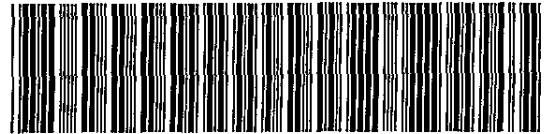
(Business Entity Name)

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2002 NOV 13 AM 10:21
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cf 11/15/02

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TRANSMITTAL LETTER

2002 NOV 13 AM 10:21

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

SUBJECT: Price Oil Celebrity Golf Tournament of Florida, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

Todd Armstrong
Name (Printed or typed)

775 Gulf Shores Drive #9122
Address

Destin, FL 32541
City, State & Zip

334-277-6688
Daytime Telephone number

NOTE: Please provide the original and ^{two} ~~one~~ copy of the articles.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION FOR A FLORIDA NOT FOR PROFIT CORPORATION

Pursuant to Chapter 617.0202, F.S.

ARTICLE I-NAME

The name of the Not For Profit Corporation is:

Price Oil Celebrity Golf Tournament of Florida, Inc.

ARTICLE II-PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Not For Profit Corporation is:

**775 Gulf Shore Drive #9122
Destin, FL 32541**

ARTICLE III-PURPOSE

The objects and purposes for which the corporation is organized are to operate exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV-MANNER OF ELECTION

The directors/trustees are appointed by the Incorporator.

ARTICLE V-INITIAL BOARD OF DIRECTORS

The names and addresses of the initial Board of Directors are:

**Director/Trustee
M. Todd Armstrong
775 Gulf Shores Drive #9122
Destin, FL 32541**

**Director/Trustee
E. Myers Armstrong
4524 Olde Plantation Place
Destin, FL 32541**

**Director/Trustee
Mark Wills
900 Laurel Crest Drive
Woodstock, GA 30189**

ARTICLE VI-ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, directors 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 III hereof. No substantial part of the activities of the corporation shall be the carrying on of 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 or in opposition to any candidate for public office. Notwithstanding any other provision 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII-DISSOLUTION

The duration of the corporation shall be perpetual. In the event of dissolution or final liquidation of the corporation, the Board of Directors shall, after paying or making provision for the payment of all lawful debts and liabilities of the corporation, distribute all the assets for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall distribute all assets to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII-INDEMNIFICATION

The corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated claim, action, suit or proceedings, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the corporation), by reason of the fact that he is or was a Director, officer, or agent of the corporation, or is or was serving at the request of the corporation as a Director, officer, partner, or agent of another corporation, limited liability company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he 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, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

The corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed claim, action or suit by or in the right of the corporation to procure a judgement in his favor by reason of the fact that he is or was a Director, officer, or agent of the corporation, or is or was serving at the request of the corporation as a Director, officer, partner, or agent of another corporation, limited liability company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such court shall deem proper.

To the extent that a Director, officer, or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in this Article, or in the defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, notwithstanding that he has not been successful on any other claim, issue or matter in any such action, suit or proceeding.

Any indemnification under this Article shall (unless ordered by a court) be made by the corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect to, such claim, action, suit or proceeding or (2) if such quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such claim, action, suit or proceeding as authorized in the manner provided above upon receipt of an undertaking by or on behalf of the Director, officer, or agent to repay such amount if and to the extent it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized by this Article.

The indemnification provided by this Article shall not be deemed exclusive of, and shall be in addition to, any other rights to which those indemnified may be entitled under any statute, rule of law, provision in the corporation's Articles of Incorporation, bylaws, agreement, vote of disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, shall continue as to a person who has ceased to be a Director, officer, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, or agent of the corporation, or is or was serving at the request of the corporation as a Director, officer, partner, or agent of another corporation, limited liability company, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have power to indemnify him against such liability under the provisions of this Article.

Notwithstanding anything herein to the contrary, whether explicit or implicit, the Directors of the corporation shall not, as such, be liable for obligations of the corporation.

**ARTICLE IX-REGISTERED AGENT, REGISTERED OFFICE, REGISTERED AGENT
SIGNATURE**

The name and the Florida street address of the registered agent are:

**M. Todd Armstrong
775 Gulf Shores Drive #9122
Destin, FL 32541**

ARTICLE X-INCORPORATOR

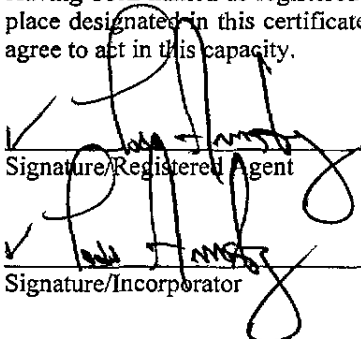
The name and address of the Incorporator is:

**M. Todd Armstrong
775 Gulf Shores Drive
Destin, FL 32541**

Having been named as registered agent to accept service of process for the above state corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

✓ 
Signature/Registered Agent

11/4/02
Date

✓ 
Signature/Incorporator

11/4/02
Date

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