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May 18, 2004

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Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

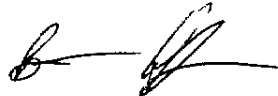
Gentlemen:

I hand you two executed originals of the Articles of Incorporation of **BEULAH FIREFIGHTERS COMMUNITY IMPROVEMENT ASSOCIATION, INC.**, together with our check for \$78.75. Please file the articles and provide us with a certified copy thereof.

Thank you for your assistance.

Yours truly,

SHELL FLEMING DAVIS & MENGE

 for
Fletcher Fleming

FF:kk
Enclosures
Our File No.: F1893.00000

ARTICLES OF INCORPORATION
OF
BEULAH FIREFIGHTERS
COMMUNITY IMPROVEMENT ASSOCIATION, INC.,
A FLORIDA CORPORATION NOT FOR PROFIT

FILED
05 MAY 21 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

ARTICLE 1. Name. The name of the Corporation is: BEULAH FIREFIGHTERS COMMUNITY IMPROVEMENT ASSOCIATION, INC.

ARTICLE 2. Principal Place of Business The Principal place of business of the Corporation is: 6400 West Nine Mile Road, Pensacola, Florida 32526. The mailing address for the business is: 6400 West Nine Mile Road, Pensacola, Florida 32526.

ARTICLE 3. Not For Profit. The Corporation is a corporation not for profit as defined in Section 617.01, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

ARTICLE 4. Duration. The duration of the Corporation is perpetual.

ARTICLE 5. Purposes. The Corporation is organized, and shall be operated exclusively for, the following purposes:

A. To do charitable, educational, religious or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or other-wise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To improve the quality of life of the residents of the community of Beulah, Escambia County, Florida (the area bounded on the south by Perdido Bay, on the west by the Florida/Alabama line, on the East by Eleven Mile Creek, on the north by Muskogee Road and on the Northeast by 1900 Kingsfield Road), including but not being limited to the following specific purposes:

i. To fund activities of the Beulah Volunteer Fire Department, Inc., a Florida corporation not for profit ("BVFD") which are not or cannot be funded from MSBU funds or from its own resources, including the funding of the acquisition of equipment and training needed in order for BVFD to have modern equipment utilized by well trained personnel;

ii. To fund worthwhile activities, events, projects or organizations which improve the Beulah community or serve its residents;

iii. To promote the welfare and enjoyment of life of the residents of the Beulah community in any manner deemed appropriate by the members and Board of Directors of the corporation;

D. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE 6. Limitation. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees, Directors, Officers, or other private person, 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 4 (Purposes) 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 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 corresponding section of any future Federal tax code).

ARTICLE 7. Members. The Members of the Corporation shall be the initial members named in this Article and those persons who are hereafter admitted to membership in the manner provided by the Bylaws. Members of the Corporation shall be residents of the Beulah Community or members of BVFD. Unless otherwise provided by the Bylaws, all members shall be Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted to membership

in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial member, each of whom shall be a Voting Member, is as follows:

<u>Name</u>	<u>Address</u>
Stephen T. McNair	6230 West Nine Mile Road Pensacola, FL 32526
Gavin F. Price, II	8716 Rebel Road Pensacola, FL 32526
F.R. Fritz	7910 Thomley Trail Pensacola, FL 32526
Gregory S. Rodrique	8775 Rebel Road Pensacola, FL 32526

ARTICLE 8. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 6400 West Nine Mile Road, Pensacola, Florida 32526, and the name of its initial Registered Agent at that address is Gregory S. Rodrique.

ARTICLE 9. Initial Board of Directors. The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is three. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The Beulah Volunteer Fire Department, Inc. shall appoint one-half (1/2), but never less than three (3), members of the Board of Directors. The Voting Members of the Corporation shall elect the remaining Directors at an annual meeting of members. The name and address of each initial Director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Gregory S. Rodrique	8775 Rebel Road Pensacola, FL 32526
Gavin F. Price, II	8716 Rebel Road Pensacola, FL 32526
F.R. Fritz	7910 Thomley Trail Pensacola, FL 32526

ARTICLE 10. Officers. The Officers of the Corporation shall consist of a President, a Vice-President, a Secretary and/or a Treasurer (any two of which may be held by one person) and such other Officers and Assistant Officers as may be provided for in the Bylaws. Each Officer shall be a member of the Board of Directors and shall be elected by the Board of Directors (and may be

removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws.

ARTICLE 11. Incorporators. The name and address of each Incorporator is as follows:

<u>Name</u>	<u>Address</u>
Gregory S. Rodrique	8775 Rebel Road Pensacola, FL 32526
Gavin F. Price, II	8716 Rebel Road Pensacola, FL 32526
F.R. Fritz	7910 Thomley Trail Pensacola, FL 32526

ARTICLE 12. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

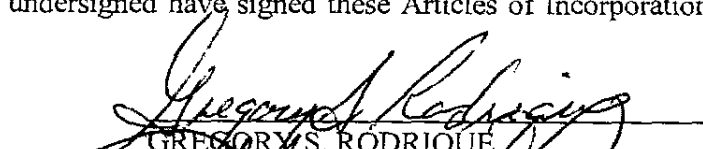
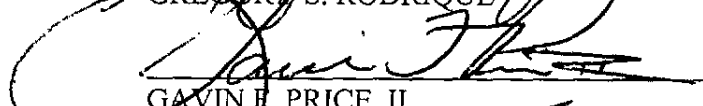
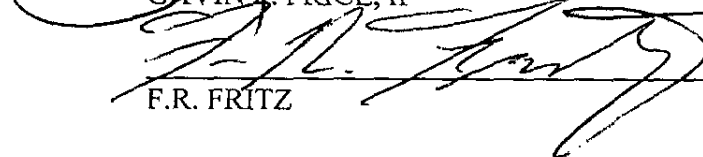
ARTICLE 13. Bylaws. The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors. The provisions of Section 607.081, Florida Statutes (1987), as amended from time to time, shall govern the Bylaws.

ARTICLE 14. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation.

ARTICLE 15. Non-stock Basis. The Corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

ARTICLE 16. Dissolution. Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e., charitable, educational, religious or scientific (or corresponding section of any future Federal tax code), or shall be distributed to the Federal government, or to a state or local government for public purpose. Unless otherwise directed by the Board of Directors, the assets of the corporation upon dissolution shall be distributed to the Beulah Volunteer Fire Department, Inc., if it is then in existence.

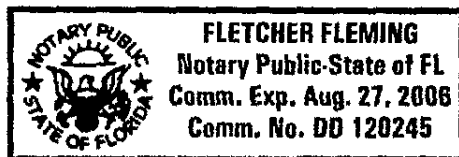
IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 5th day of May, 2004.


GREGORY S. RODRIQUE

GAVIN F. PRICE, II

F.R. FRITZ

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME personally appeared GREGORY S. RODRIQUE, GAVIN F. PRICE, II and F.R. FRITZ, to me well known and known to me to be the persons described in and they executed the forgoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 5th day of May, 2004.




NOTARY PUBLIC, STATE OF FLORIDA
Commission Number: _____
Commission Expiration Date: _____

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts the appointment as Registered Agent of GREGORY S. RODRIQUE which is contained in the foregoing Articles of Incorporation.

DATED this 5th day of May, 2004.


GREGORY S. RODRIQUE