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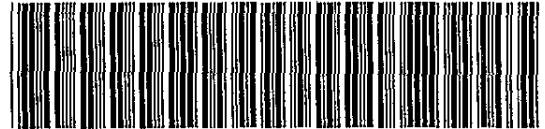
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/28/05
[Signature]

William E. Ringelstein
DOCUMENT PREPARATION SERVICE, INC.
1780 Deborah Dr., Unit 12
Punta Gorda, FL 33950
(941) 637-9979

January 21, 2005

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Dear Sirs:

Attached you will find Articles of Incorporation (original + 1 copy), check #1195 in the amount of \$ 78.75, Certificate of Registered Agent/Registered Office and Transmittal Letter pursuant to filing nonprofit Articles of Incorporation for The Pensacola Lions Foundation, Inc.

Please send the Certificate of Incorporation and address any correspondence directly to me at the above address; I am acting on behalf of the applicant.

Thank you.

Sincerely,



William E. Ringelstein
Document Preparation Service

TRANSMITTAL LETTER

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

SUBJECT: THE PENSACOLA LIONS FOUNDATION, 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 of
Status

ADDITIONAL COPY REQUIRED

FROM: William E. Ringelstein
Name (Printed or typed)

1780 Deborah Dr., Unit 12
Address

Punta Gorda, FL 33950
City, State & Zip

(941) 637-9979
Daytime Telephone number

ARTICLES OF INCORPORATION

OF

The Pensacola Lions Foundation, Inc.

A NON-PROFIT CORPORATION

FILED
05 JAN 24 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), in order to form a non-profit corporation under the laws of the state of Florida, adopt the following Articles of Incorporation:

ONE: The name of this corporation shall be:

The Pensacola Lions Foundation, Inc.

TWO: The principle place of business and mailing address of this corporation shall be:

The Pensacola Lions Foundation, Inc., PO Box 868, Pensacola, FL 32591

THREE: This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue 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 corresponding section of any future federal tax code.

The specific purposes for which this corporation is organized are:

A. The purposes for which the Pensacola Lions Foundation, Inc. is organized are exclusively charitable and educational within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

B. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

C. Upon the 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, 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 a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

D. To solicit, collect and otherwise raise money to fund those aims and goals of the Pensacola Lions Foundation, Inc. which are exclusively charitable and within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

FOUR: The manner in which the Directors are elected is as follows:

The Officers and Directors will be elected in the same manner as the Officers and Directors of the Pensacola Lions Club and hold the same office as held in the Pensacola Lions Club as per By-Laws Article V.

FIVE: The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited as follows:

No additional limits.

SIX: These Articles of Incorporation may be amended as follows:

A. At any regular or special meeting of the Corporation, at which a quorum is present, by affirmative vote of two-thirds of the members present and voting, providing the Trustees have previously considered the merits of the amendments.

B. No amendment shall be put to a vote unless written notice thereof stating the proposed amendment shall have been given to each member, by mail or personal delivery, at least two weeks prior to the meeting at which the vote on the proposed amendment is to be taken.

SEVEN: The name and street address of the initial registered agent of this corporation is:

Richard F. Edwards, 1088 Chandelle Lake Dr., Pensacola, FL 32507

EIGHT: The names and the street addresses of the 3 initial directors and 3 incorporators are:

Directors:

1. Rick Boehm, 2711 Edmund Dr., Gulf Breeze, FL 32563
2. Jimmy D. Messick, 4300 Bayou Blvd., Suite 21, Pensacola, FL 32503
3. Howard E. Rein, Jr., 2101 East Cross St., Pensacola, FL 32503

Incorporators:

1. Richard F. Edwards, 1088 Chandelle Lake Dr., Pensacola, FL 32507
2. Glenn S. Barbee, 16340 North Shore Dr., Pensacola, FL 32507
3. Curtis C. Boone, 4950 Woodcliff Dr., Pensacola, FL 32507

The undersigned incorporators have executed these Articles of Incorporation this 10th day of January, 2005.

Signatures of Incorporators:

Richard F. Edwards Richard F. Edwards
Glenn S. Barbee Glenn S. Barbee
Curtis C. Boone Curtis C. Boone