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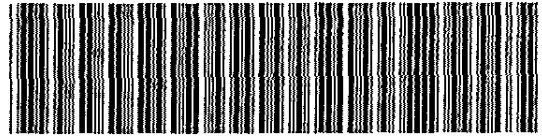
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 MAY 11 PM 2:17

B. McKnight MAY 12 2005

TRANSMITTAL LETTER

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

SUBJECT: Gents Charitable Foundation, Incorporated

(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: Sylvester Griffin
Name (Printed or typed)

1411 Fountain Avenue
Address

Panama City, Florida 32401
City, State & Zip

(850) 769-8069 Ext. 226
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

The enclosed Transmittal Letter and the Articles of Incorporation list the physical address of our organization. If possible, please mail your response to the mailing address, which is Post Office Box 813, Panama City, FL 32402. Thank you for your consideration.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 MAY 11 PM 2:17

ARTICLES OF INCORPORATION
Of
Gents Charitable Foundation Incorporated

The undersigned members, **Johnny Campbell, Thomas Chase, Sylvester Griffin, Johnny Jordan, Kenneth Phillips, and Roy Wilson**, pursuant to Chapter 617, Florida Statutes, acting as incorporators of a corporation under the Not-For-Profit Corporation Act of the State of Florida, hereby make, acknowledge, adopt and execute the following Articles of Incorporation for such corporation:

ARTICLE ONE
NAME

The name of the Corporation shall be: **Gents Charitable Foundation, Inc.**

ARTICLE TWO
TERM

The period of the duration of this Corporation is perpetual; unless terminated by the Board of Directors, and in the event of such termination, the Corporation shall be dissolved in accordance with law.

ARTICLE THREE
PURPOSES

3.01 The specific and primary purposes for which this Corporation is formed are:

- a. To receive and administer funds for scientific, educational, and charitable purposes.
- b. To engage in other lawful purposes related to the furtherance of the purposes set forth, herein.

3.02 The general purposes for which this cooperation is formed are to operate exclusively for such purposes as would qualify it as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code ("IRC") of 1954, as amended or corresponding provisions of any subsequent federal tax laws, including but not limited to such purposes as the making of distributions to organizations which qualify as tax-exempt organizations under said Code.

3.03 This Cooperation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office. Notwithstanding provisions hereof, this Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the IRC, as amended, of 1954 (or corresponding provision of any further United States Tax Law).

ARTICLE FOUR
PRINCIPAL OFFICE

The principal office of this Corporation shall be at **1411 Fountain Avenue, Panama City, Florida, 32401**, or such other place as the Board of Directors may designate from time to time in accordance with these articles or the By-laws.

ARTICLE FIVE
MEMBERSHIP

These twenty-seven members, **Linward Barnes, Victor Battle, Thomas Bowers, Joe Bowser, Thad Cain, Johnny Campbell, Thomas Chase, George Gainer, George Green, James Griffin, Sylvester Griffin, Johnny Jordan, Alonzo Keys, Steve Marshall, Lynva Masslieno, John McAllister, Mozel Nealy, Ken Phillips, Chester Rhodes, George Robinson, Eddie Taylor, Bryon Walker, Johnny Walker, Alonzo White, Terry White, Jonathan Wilson, and Roy Wilson**, shall be the members of this Corporation, unless provided otherwise by the By-Laws of the Corporation. Any additional members of this Corporation may include individuals, corporations, trusts or other legal entities and/or organizations having an interest in promoting and advancing the purposes of this Corporation as set forth in Article Three hereof. The By-Laws shall set forth the manner for admitting new members to the Corporation and the reasons and the manner for removing any member.

ARTICLE SIX
DIRECTORS AND OFFICERS

The general policy and affairs of the Corporation shall be determined by a Board of Directors to be elected as prescribed by the By-laws. The officers of the Corporation are set forth in ARTICLE EIGHT (OFFICERS) hereof, and any officer may serve in more than one capacity except that the President and Secretary shall always be different persons. The directors and officers may lawfully and properly exercise their duties and responsibilities pursuant to these Articles, the Corporate By-Laws and the law under Florida Statutes Chapter 617, and other applicable provisions.

ARTICLE SEVEN
BOARD OF DIRECTORS

7.01 The initial Board of Directors shall consist of at least six (6) members, who must be residents of the state of Florida. The names and addresses of the persons who are to serve as such until their successors are elected and qualified are as follows:

<u>NAME/OFFICE</u>	<u>ADDRESS</u>
Johnny Campbell	2000 West 14 th Street Panama City, Florida 32401
Thomas Chase	913 Maple Avenue Panama City, Florida 32401
Sylvester Griffin	P.O.Box 10 Lynn Haven, Florida 32444
Johnny Jordan	912 Wilson Avenue Panama City, Florida 32401
Kenneth Phillips	1401 Maryland Avenue Lynn Haven, Florida 32444
Roy Wilson	1506 Pennsylvania Avenue Lynn Haven, Florida 32444

7.02 The number of members of the Board of Directors may be increased or decreased by amendment of the By-Laws, but shall never be less than three.

ARTICLE EIGHT
OFFICERS

The Officers of the Corporation shall consist of a Chairman, Vice-Chairman, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the By-Laws. Each Officer shall be appointed by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be proscribed by the By-Laws. The name and address of each initial Officer of the Corporation is as follows:

<u>NAME/OFFICE</u>	<u>ADDRESS</u>
Sylvester Griffin, Chairman	P.O.Box 10 Lynn Haven, Florida 32444
Johnny Campbell, Vice-Chairman	2000 West 14 th Street Panama City, Florida 32401
Johnny Jordan, Secretary	912 Wilson Avenue Panama City, Florida 32401
Thomas Chase, Treasurer	913 Maple Avenue Panama City, Florida 32401

ARTICLE NINE
BY-LAWS

The By-Laws of the Corporation shall be adopted by the Board of Directors, and may be amended, altered or restricted by a majority vote of the Board of Directors and ratified by the member(s) by a majority vote at a duly called meeting.

ARTICLE TEN
LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors, Officers, Members, or Trustees, but 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 THREE (PURPOSES) hereof.

ARTICLE ELEVEN
AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended, altered or rescinded by the approval of not less than a two-thirds (2/3) vote of the member(s) of the Corporation. However, the Board of Directors may amend, alter or rescind the Articles of Incorporation notwithstanding the approval or lack of approval by the members.

ARTICLE TWELVE
MEMBERSHIP CERTIFICATE

12.01 All members of the Corporation shall receive a certificate of membership as designated by the Board of Directors upon becoming a member of the Corporation.

12.02 This Corporation is organized under a nonstock basis. This Corporation shall not issue shares of stock.

ARTICLE THIRTEEN
INDEMNIFICATION

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney fees and costs reasonably incurred by and 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 Corporation, whether or not he is a Director or Officer of the Corporation at the time such expenses were incurred, except when the Director or Officer is adjudged guilty of willful malfeasance in the performance of his duties; provided that in the event of a settlement indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Corporation. 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 FOURTEEN
DISTRIBUTION OF ASSETS

14.01 In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or Local Government for exclusive public purpose.

14.02 The Board of Directors shall determine which organization(s) will receive the residual assets of the Corporation pursuant to the provisions of Section 14.01.

ARTICLE FIFTEEN
INCORPORATORS

The name and street address of the initial Incorporators are as follow:

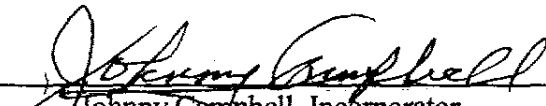
Johnny Campbell 2000 West 14 th Street Panama City, Florida 32401	Thomas Chase 913 Maple Avenue Panama City, Florida 32401	Sylvester Griffin P.O.Box 10 Lynn Haven, Florida 32444
Johnny Jordan 912 Wilson Avenue Panama City, Florida 32401	Kenneth Phillips 1401 Maryland Avenue Lynn Haven, Florida 32444	Roy Wilson 1506 Pennsylvania Avenue Lynn Haven, Florida 32444


ARTICLE SIXTEEN
REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the initial Registered Agent and Registered Office is as follows:

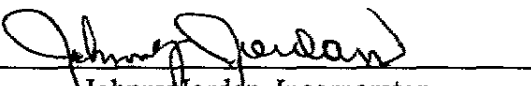
Sylvester Griffin
1411 Fountain Avenue
Panama City, Florida 32401

IN WITNESS WHEREOF, the undersigned Incorporators, have executed these Articles of Incorporation this 20th day of April, 2005.

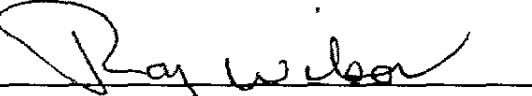

Johnny Campbell, Incorporator


Thomas Chase, Incorporator


Sylvester Griffin, Incorporator


Johnny Jordan, Incorporator


Kenneth Phillips, Incorporator


Roy Wilson, Incorporator

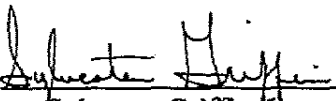
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned natural person and as incorporator who resides in this state, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the individual is: **Sylvester Griffin**
2. The name and address of the registered agent and office is:

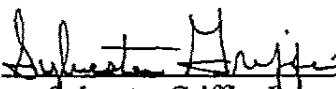
Sylvester Griffin
1411 Fountain Avenue
Panama City, Florida 32401
(850) 265 - 5953
(850) 747 - 0297

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 MAY 11 PM 2:18


Sylvester Griffin, Incorporator

4-20-05
Date

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Sylvester Griffin, Incorporator

4-20-05
Date