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**FLORIDA NON-PROFIT CORPORATION**

**Community Maritime Park Associates, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
COMMUNITY MARITIME PARK ASSOCIATES, INC.  
A CORPORATION NOT FOR PROFIT**

CLERK OF STATE  
TALLAHASSEE, FLORIDA

The undersigned individual, desiring to form a corporation not for profit under the provisions of Chapter 617, *Florida Statutes*, hereby subscribes to the following Articles of Incorporation:

**ARTICLE I - NAME AND PRINCIPAL OFFICE**

The name of the corporation is Community Maritime Park Associates, Inc., and the principal office and mailing address of the corporation is 125 West Romana Street, Suite 800, Pensacola, Florida 32502.

**ARTICLE II - PURPOSES**

The corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code"), and in furtherance of such charitable purposes, the corporation will operate for the benefit of and carry out the public purposes of the City of Pensacola, Florida, and for such exclusively public purposes will undertake the development, improvement and operation of public amenities, public spaces and coordinating private economic development strategies on real property in the City of Pensacola, Escambia County, Florida generally described in the following manner: Approximately 31 acres, bordered by Pensacola Bay on the south, Main Street on the north, and as extended, Devilliers Street on the west and Spring Street on the east. In carrying out such purposes, the corporation will coordinate public and private economic development strategies for promoting, encouraging and assisting with employment, educational opportunities and economic development in the City of Pensacola, all in furtherance of the development and social welfare of the area and its residents.

**ARTICLE III - MEMBERSHIP**

This corporation shall have no members.

**ARTICLE IV - COMMENCEMENT OF CORPORATE EXISTENCE  
AND TERM OF EXISTENCE**

The date for commencement of this corporation's existence shall be the date these Articles of Incorporation are filed with the Florida Secretary of State.

**ARTICLE V - INCORPORATORS AND TRUSTEES**

The name and address of the incorporator to these Articles of Incorporation and the names and addresses of the initial trustees of the corporation are as follows:

**Incorporator:**

Robert D. Hart, Jr.  
Clark, Partington, Hart, Larry, Bond & Stackhouse  
Suite 800  
125 W. Romana Street  
Pensacola, FL 32502

**Trustees:**

Quinton D. Studer  
CEO  
The Studer Group, LLC  
913 Gulf Breeze Parkway, Suite 6  
Gulf Breeze, Florida 32561

John H. Fetterman  
Chairman  
State of Florida Maritime Heritage Foundation, Inc.  
P.O. Box 33104  
NAS Pensacola, FL 32508-3104

John C. Cavanaugh  
Office of the President, Bldg. 10  
University of West Florida  
11000 University Parkway  
Pensacola, FL 32514-5750

**ARTICLE VI - OFFICERS**

The corporation shall have such officers as the Board of Trustees of the corporation shall in its discretion determine necessary or appropriate for accomplishing the objectives of the corporation.

**ARTICLE VII - BOARD OF TRUSTEES**

The affairs of this corporation not for profit shall be managed by a Board of Trustees. At all times the Board of Trustees shall include an individual representative designated by The Studer Group, LLC, State of Florida Maritime Heritage Foundation, Inc., and The University of West Florida.

In the event of death, incapacity or inability to serve of a trustee, the organization for whom the trustee is the designated representative shall name a successor trustee. If any one of the foregoing organizations is unable to appoint a trustee because it is no longer in existence, then the other trustees then serving shall appoint a successor trustee. This corporation shall have three (3) trustees initially. The number of trustees may be increased from time to time by the bylaws of the Corporation, but shall never be less than three (3).

#### **ARTICLE VIII - AMENDMENT**

The corporation reserves the right to amend these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Trustees and any officers named by the Trustees are subject to this reservation.

#### **ARTICLE IX - BYLAWS**

The bylaws of the corporation are to be made, altered, amended, or repealed by the Board of Trustees at a regular or special meeting of the Board of Trustees.

#### **ARTICLE X - DISTRIBUTION ON DISSOLUTION**

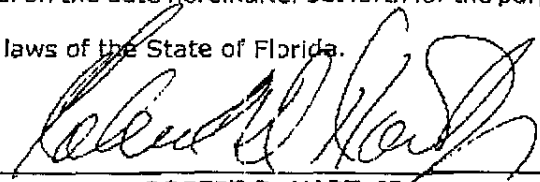
Upon dissolution of the corporation, or the winding up of its affairs, the assets of the corporation shall be distributed to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

No trustee or officer of the corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

#### **ARTICLE XI - REGISTERED OFFICE AND AGENT**

The street address of the registered office of this corporation shall be 125 West Romana Street, Suite 800, Pensacola, Florida 32502, and the name of the registered agent of this corporation at that address shall be Robert D. Hart, Jr.

IN WITNESS WHEREOF, I, the undersigned incorporator of Community Maritime Park Associates, Inc., have hereunto set my hand and seal on the date hereinafter set forth for the purpose of forming this corporation not for profit under the laws of the State of Florida.

  
\_\_\_\_\_  
ROBERT D. HART, JR.  
Incorporator

Date: July 26, 2005

07/26/2005 11:40 FAX 4322599

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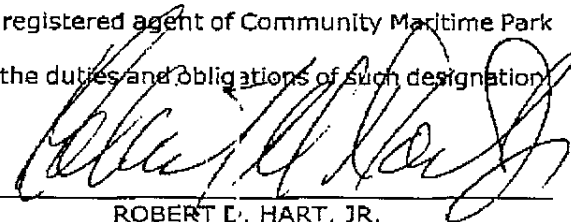
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**REGISTERED AGENT ACCEPTANCE**

I do hereby accept the foregoing designation as registered agent of Community Maritime Park Associates, Inc. Further, I am familiar with and accept the duties and obligations of such designation.



ROBERT D. HART, JR.

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