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CLARK PARTINGTON HART Fax: 850-433-9599

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COMMUNITY MARITIME PARK ASSOCIATES, INC.

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**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
COMMUNITY MARITIME PARK ASSOCIATES, INC.  
A FLORIDA CORPORATION NOT FOR PROFIT**

The undersigned individual, the duly appointed Chairman of the Board of Trustees of COMMUNITY MARITIME PARK ASSOCIATES, INC. (the "Corporation"), a corporation not for profit under the provisions of Chapter 617, *Florida Statutes*, hereby presents these Second Amended and Restated Articles of Incorporation. These Second Amended and Restated Articles of Incorporation were unanimously adopted by the Trustees of the Corporation on the 12<sup>th</sup> day of March, 2010.

The original Articles of Incorporation, filed with the Florida Secretary of State on July 26, 2005, as Amended and Restated on January 24, 2007, are hereby further amended and restated to read as follows:

**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 222 West Main Street, 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 - TERM OF EXISTENCE**

The term of existence of the Corporation shall be perpetual until terminated pursuant to these Articles of Incorporation, Bylaws adopted by the Corporation, and applicable law.

#### **ARTICLE V - 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 VI - BOARD OF TRUSTEES**

The affairs of this Corporation not for profit shall be managed by a Board of Trustees. This Corporation shall have twelve (12) Trustees, a majority of whom shall be residents of the City of Pensacola, and one or more of whom may be members of the City Council of the City of Pensacola, Florida. The number of Trustees may be increased or decreased from time to time by the Bylaws of the Corporation, but shall never be less than seven (7). The City of Pensacola shall appoint all Trustees, subject, however, to the following: All Trustees in office at the effective date of these Second Amended and Restated Articles of Incorporation shall continue to serve the balance of their appointed term. The Trustees shall be appointed or replaced at the end of their current term pursuant to the appointment authority of the City of Pensacola. The Trustees shall be appointed for a term of three (3) years.

**ARTICLE VII - AMENDMENT**

The Corporation reserves the right to amend these Second Amended and Restated 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 VIII - 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 IX - DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Corporation, or the winding up of its affairs, the assets of the Corporation shall be distributed to the City of Pensacola, Florida.

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 X - INDEMNIFICATION**

Pursuant to the provisions of Sections 617.0831 and 607.0850, *Florida Statutes*, as such sections now exist and may hereafter be amended, the Corporation shall indemnify an officer or Trustee of the Corporation who was or is a party to any proceeding by reason of serving as an officer or Trustee to the fullest extent provided by law.

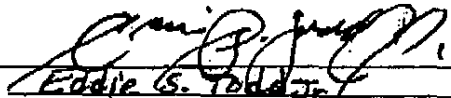
**ARTICLE XI - REGISTERED OFFICE AND AGENT**

The street address of the registered office of this Corporation shall be 222 West Main Street, Pensacola, Florida 32502, and the name of the registered agent of this Corporation at that address shall be Edward E. Spears.

**ARTICLE XII - EFFECTIVE DATE OF SECOND AMENDED AND RESTATED ARTICLES**

The effective date of these Second Amended and Restated Articles of Incorporation shall be the date these Second Amended and Restated Articles are filed with the office of the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned Chairman of the Board of Trustees of the Corporation has executed these Amended and Restated Articles of Incorporation on the date hereinafter set forth.

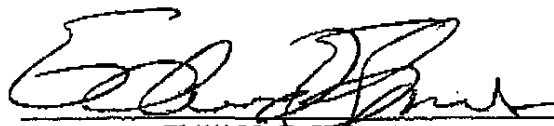
  
\_\_\_\_\_  
Eddie S. Todd Jr.  
[print name]

Chairman, Board of Trustees

Date: March 30, 2010

**REGISTERED AGENT ACCEPTANCE**

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

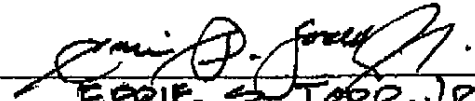
  
\_\_\_\_\_  
EDWARD E. SPEARS

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CERTIFICATE

The undersigned, Chairman of the Board of Trustees of COMMUNITY MARITIME PARK ASSOCIATES, INC., a Florida corporation not for profit (hereinafter the "Corporation"), hereby presents the attached Second Amended and Restated Articles of Incorporation pursuant to the provisions of Sections 617.1002 and 617.1007, *Florida Statutes*, and hereby certifies that there are no members of the Corporation entitled to vote on the attached Second Amended and Restated Articles of Incorporation, and further certifies that the attached Second Amended and Restated Articles of Incorporation were unanimously adopted by the Board of Trustees on the 12th day of March, 2010.

EXECUTED this 15th day of April, 2010.

  
\_\_\_\_\_  
ERDIE S. TODD, JR.  
[print name]

Chairman, Board of Trustees

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