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*[Handwritten signature]*  
*9/23/05*

**TRANSMITTAL LETTER**

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

SUBJECT: PENSACOLA ALUMNI CHARITY 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

**ADDITIONAL COPY REQUIRED**

FROM: DR. SAMUEL BOLDEN  
Name (Printed or typed)

1401 W. Gonzalez St.  
Address

Pensacola, FL 32505  
City, State & Zip

(850) 433-8372  
Daytime Telephone number

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

**PENSACOLA ALUMNI CHARITY FOUNDATION, INC**

**ARTICLES OF INCORPORATION OF  
PENSACOLA ALUMNI CHARITY FOUNDATION, INC**  
In Compliance with Chapter 617, F.S., (Not for Profit)

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JANUARY 1981

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**THE UNDERSIGNED**, for the purpose of forming a nonprofit corporation under the laws of the State of Florida, do hereby adopt the following articles of incorporation:

**ARTICLE I  
NAME**

The name of the corporation is Pensacola Alumni Charity Foundation, INC., hereinafter referred to as the "Foundation".

**ARTICLE II  
LOCATION**

The initial principal office of the Foundation shall be located at 1401 W. Gonzalez Street, Pensacola, Florida 32501, but meetings of the Executive Committee members may be held at such places within or without the State of Florida, as may be designated from time to time.

**ARTICLE III  
CORPORATE PURPOSE**

Its purpose is to assist in community service efforts, mentors, scholarships, after school programs and projects, such as Habitat for Humanity. This is a nonprofit corporation, organized solely for charitable, educational, civic and social purposes pursuant to the Florida Not for Profit Corporation Act as set forth in Section 617 of the Florida Statutes. The Foundation is established as a nonprofit exempt, publicly supported organization as described in 501 ( c )3 of IRS Code.

**Section 1. IRC Section 501( c )(10) Purposes**

This Foundation is organized exclusively for any lawful purpose to retain nonprofit status as set forth in the most current Internal Revenue Code, and to act and operate exclusively

as a nonprofit organization pursuant to the laws of the State of Florida, its municipalities, county governments, and the United States.

No part of the revenues or assets of this Foundation shall inure to the benefit of, or be distributable to the Board of Directors, Executive Committee, General Members or any other person (s), except that the Foundation shall be authorized and empowered to pay reasonable compensation for expenses rendered to individuals or businesses and to make payments and distributions as set forth in the Bylaws.

## Section 2. Objectives and Purposes.

The primary objectives and purposes of this Foundation shall include, but not be limited to, the following:

- a. To promote fraternal fellowship among its members.
- b. To encourage service-oriented activities.
- c. To engage in all other affairs in the interest of the Foundation , who are financially current members of the alumni.
- d. To operate exclusively in any other manner for such charitable, civic and social purposes as will qualify it as an exempt organization under Section 501( c )(10) of the Internal Revenue Code of 1953, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

The Foundation shall further have unlimited power to engage in and do any lawful act not inconsistent with the Foundation nonprofit tax exempt status.

## **ARTICLE IV BOARD OF DIRECTORS**

In accordance with the Bylaws, the alumni shall nominate and elect members of the Alumni to serve as officers of the Foundation and as its Board of Directors, consisting of the following: President, Secretary and Treasurer. However, there shall never be less than three (3) individual Directors. The Board of Directors, along with the other Executive Committee members, shall propose policies and execute the affairs of the Foundation as set forth in the Bylaws.

**ARTICLE V  
INITIAL DIRECTORS AND/OR OFFICERS**

The name and address of the initial incorporators of this Foundation are:

Name & Address: Mr. Ellis Hodges-President  
4475 Cessnock Drive  
Pensacola, FL 32514

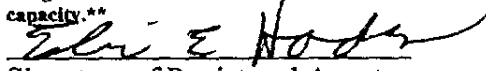
Dr. Samuel Bolden-Treasurer  
3431 Oakmont Drive  
Pensacola, FL 32503

Mr. Malachi Williams-Secretary  
4829 Birchwood Place  
Pensacola, FL 32503

**ARTICLE VI  
REGISTERED OFFICE AND AGENT**

The street and mailing address of the initial registered office of the Foundation is 1401 W. Gonzalez Street, Pensacola, FL 32501. The name of the Foundation's initial registered agent at such address is Mr. Ellis Hodges.

\* Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.\*\*

  
Signature of Registered Agent  
Date: 8/16/2005

**ARTICLE VII  
THE NAME AND ADDRESS OF THE INCORPORATOR**

Dr. Samuel Bolden \*\*\*3431 Oakmont Drive\*\*\*Pensacola, FL 32503

  
Signature of Incorporator

8/16/2005  
Date

## **ARTICLE VIII AMENDMENT OF ARTICLES**

Amendments to these Articles may be proposed by a resolution adopted by the Board of Directors and presented to the General Members as set forth in the Bylaws of this Foundation.

## **ARTICLE IX AMENDMENT OF BYLAWS**

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Florida Not for Profit Corporation Act, concerning corporate action that must be authorized or approved by the members of the Foundation, Bylaws of this Foundation may be altered, rescinded, added to, or new Bylaws may be adopted according to the procedures as set forth in the Bylaws.

## **ARTICLE X DEFINITIONS**

- Section 1. "Foundation," herein, shall mean and refer to the Pensacola Alumni Charity Foundation, INC., its successors and assigns.
- Section 2. "Executive Committee," herein, shall mean and refer to the current, elected officers and at-large members and appointed committee chairpersons of the Foundation, its successors and assigns.
- Section 3. "Board of Directors," herein, shall mean and refer to the current, elected officers only of the Foundation, its successors and assigns.
- Section 4. "General Members," herein, shall mean and refer to all alumni, other than elected and appointed members of the Foundation, who are financially current members of the Pensacola Alumni, its successors and assigns.

## **ARTICLE XI MISCELLANEOUS**

- Section 1. Conflicts.

In the case of any conflicts between these Articles and the Bylaws, the Articles shall control.

Section 2. Governing Law.

These Articles shall be governed by and interpreted in accordance with the laws of the State of Florida.

Section 3. Headings.

The headings in these Articles are solely for convenience of reference and shall be given no effect in the construction or interpretation of these Articles.

Section 4. Dissolution.

The remaining assets upon the event of dissolution shall be used for charitable exempt purposes.

**IN WITNESS WHEREOF**, we, Mr. Ellis Hodges, Dr. Samuel Bolden and Malachi Williams, the undersigned for the Pensacola Alumni Charity Foundation, INC., a Florida nonprofit corporation, have executed these Articles of Incorporation in duplicate this 21<sup>st</sup> day of ~~July~~ September, 2005, and say:

That we are the initial Incorporators of this Foundation for the purpose of forming this nonprofit corporation under the laws of the State of Florida; that we have read the above and foregoing Articles of Incorporation, know the contents thereof and that the same is true to the best of our knowledge and belief, excepting as to matters herein alleged upon information and belief as to those matters we believe to be true, therefore adopt the foregoing Articles of Incorporation.

Ellis E. Hodges

Signature of the President

ELLIS E. HODGES  
Printed name of the President

Samuel H. Bolden

Signature of the Treasurer

SAMUEL H. BOLDEN  
Printed name of the Treasurer

Malachi J. Williams

Signature of the Secretary

Malachi J. WILLIAMS  
Printed Name of the Secretary

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

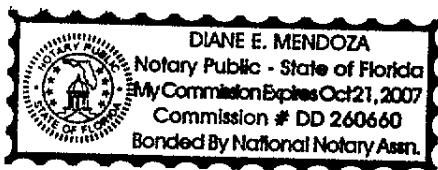
The foregoing instrument was acknowledged before me this 21<sup>st</sup> September day of July, 2005, by Mr. Ellis Hodges and Dr. Samuel Bolden who are personally known to me or have produced a valid driver's license as identification. *Florida Drivers Licenses*

  
Signature of the Notary Public

DIANE E MENDOZA  
Printed name of the Notary Public

My commission expires: 10-21-07

( Affix Notary Seal Here)



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