

N05000009889

(Requestor's Name)

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(City/State/Zip/Phone #)

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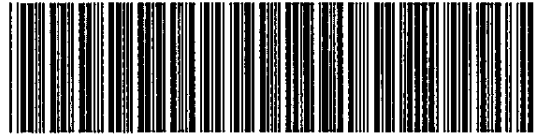
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Shivers SEP 26 2005

## COVER LETTER

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

SUBJECT: Pensacola Beach Preservation and Historical Society  
(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:

Victoria Clark  
Name (Printed or typed)

1304 Panferio Dr.  
Address

Pensacola Beach FL 32561  
City, State & Zip

850-932-8072  
Daytime Telephone number

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

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## ARTICLES OF INCORPORATION AND BYLAWS

### OF THE PENSACOLA BEACH PRESERVATION AND HISTORICAL SOCIETY, INC.

Established as a NONPROFIT CORPORATION on (DATE                      ).

#### ARTICLE I, NAME

This organization shall be named "PENSACOLA BEACH PRESERVATION AND HISTORICAL SOCIETY, INC."

#### ARTICLE II, PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 1304 Panferio Drive, Pensacola Beach, FL 32561. The name of the initial registered agent of the Corporation is Victoria Clarkin, an individual resident in Florida.

#### ARTICLE III, PURPOSE

The general purpose of this society shall be to promote, stimulate and support interest in all aspects of Pensacola Beach preservation and history. The society shall promote preservation of Santa Rosa Island and its historically interesting and important resources. Consistent with this objective, the Society will strive to collect and preserve records, relics, and memorabilia. The society may acquire by purchase, gift, devise or otherwise, the title to, or custody and control of historic sites or places in need of preservation on Santa Rosa Island.

The ancillary purpose of the society will be to foster and promote public knowledge of Pensacola Beach history and to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes herein above, and do all other things incidental to them or connected with them that are not forbidden by law, or these Articles of Incorporation.

This corporation is organized for charitable, historical and preservation purposes including, for such purposes, the making of distributions to organizations under Section 501(c) (3) of the Internal Revenue Code. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that 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 above.

#### ARTICLE IV, MEMBERSHIP AND MANNER OF ELECTION OF OFFICERS

A Charter Membership (\$10.00) is a one-time only membership meant to help provide funding for Society start-up and shall be recognized in the Archives of the Society. This membership category expires on March 31, 2006.

Individual Membership dues will be assessed each year at the annual meeting. The Individual holds one vote for the purpose of elections and amending organizational documents.

Family Membership dues will be assessed each year at the annual meeting. "Family" shall be

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defined as all adults and children living in a single household. The family holds two votes for the purpose of elections and amending organizational documents.

Special Gifting Memberships shall be established to encourage, recognize, and honor substantial contributions to the Society. Special Memberships shall be established as needed.

Honorary Membership is designated for a one year duration at the discretion of the Board of Directors.

The annual meeting of the Society will be held on the first Saturday of spring break, or just before Easter each year. The purpose of the annual meeting shall be to effect the organized transfer of business from the outgoing officers and conduct such other business as needed. For accounting purposes, the fiscal year of the society shall begin April 1 of each year and end on March 31 of the succeeding year.

The officers of the Society shall be elected as follows: President, Vice President, Secretary, Treasurer and Historian. Any chairs of program committees as elected by the permanent Board of Directors, shall serve as Board Members. Trustees, which will consist of the founding registered agent, and past presidents will serve to act as Board Members up to a total of nine members, in order of agent, past president of previous year, past president from two terms, ect... The Vice-President and Historian can serve concurrently. The term of office is one year.

#### ARTICLE V, INITIAL DIRECTORS AND/OR OFFICERS

The founding Board of Directors consist of Victoria Clarkin, President, 1304 Panferio Drive, Pensacola Beach, Florida, 32561; Mark Long, Vice-President, 1252 Crisfield Circle, Greenwood, IN 46142, Connie Ferro, Secretary and Fran Summerlin Histed, Treasurer, 202 Via DeLuna Drive, Pensacola Beach, FL 32561. These initial officers serve as quorum until April 1, 2006.

#### ARTICLE VI, INCORPORATOR

The name and address of the Incorporator is Victoria Clarkin, 1304 Panferio Drive, Pensacola Beach, Florida, 32561.

#### ARTICLES VII, PROVISION FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that 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 herein. Notwithstanding any other provisions of these Articles, the 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 Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

In the event that the Corporation is dissolved or liquidated, the assets of the Corporation shall be distributed in conformity with the provisions of AS 10.20.295 and the Internal Revenue Code of 1954. Upon such dissolution, the Board of Directors of the Corporation shall, after paying or

making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not disposed of by an appropriate state court of law located in the borough in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, and which are organized and operated exclusively for such persons.

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.

Victoria Clarkin

Signature of Registered Agent/Incorporator

9/21/2005

Date

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TALLAHASSEE, FLORIDA