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FLORIDA NON-PROFIT CORPORATION

PENSACOLA VENTURE FORUM, INC.

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**ARTICLES OF INCORPORATION
OF
PENSACOLA VENTURE FORUM, INC.
A CORPORATION NOT FOR PROFIT**

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

The name of the corporation is Pensacola Venture Forum, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of the Corporation is c/o UWF Small Business Development Center, 401 E. Chase Street, Suite 100, Pensacola, FL 32502.

ARTICLE III - PURPOSES

The purposes for which the Corporation is organized shall be as follows:

(a) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the applicable Treasury Regulations as they now exist or may hereafter be amended. The Corporation's purposes include, but are not limited to, the bringing together of entrepreneurs, investors and professionals to identify and support entrepreneurial ventures with qualified funding and professional services and providing entrepreneurs a venue to present their businesses to interested third-parties in the community.

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The Corporation will not raise money, provide investment advice, endorse ventures or sell services.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in effecting one or more of its purposes), and no director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(c) If the Corporation is or shall become a private foundation, as that term is defined in Section 509 of the Code, then, notwithstanding any other provisions of these Articles of Incorporation or the bylaws of the Corporation, the Corporation shall (i) distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code; (ii) not engage in any act of self-dealing (as defined in Section 4941(d) of the Code); (iii) not retain any excess business holdings (as defined in Section 4943(c) of the Code); (iv) not make any investments in such manner as to subject it to tax under Section 4944 of the Code; or (v) not make any taxable expenditures (as defined in Section 4945(d) of the Code).

(d) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by (i) an organization exempt under Section 501(c)(3) of the Code and its regulations as they now exist or may hereafter be amended, or (ii) an organization, contributions to which are deductible under Section 170(c)(2) of the Code and its regulations as they now exist or may hereafter be amended.

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ARTICLE IV – MEMBERSHIP

This Corporation shall have no members, but instead shall have a board of directors who shall have responsibilities and authority as described in the bylaws of the Corporation.

ARTICLE V – 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. The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE VI – INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are as follows:

Chad A. McDaniel
c/o Clark, Partington, Hart, Larry, Bond & Stackhouse
125 W. Romana Street, Suite 800
Pensacola, FL 32502

ARTICLE VII – BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors. The directors shall be elected at the annual meeting of the Corporation with the method of election as stated in the bylaws of the Corporation. The directors shall have full power to elect directors to fill vacancies in office, or to fill the office of any director who may resign, die, become disabled, or refuse to act. The majority vote of the directors in office shall be sufficient for the taking of any action within the power of the Corporation.

This Corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than three (3).

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ARTICLE VIII – AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them and all rights and privileges conferred upon the directors and officers of the Corporation are subject to this reservation.

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, in the manner determined by the directors of the Corporation, solely to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and its regulations as they now exist or may hereafter be amended.

No director 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 – REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation shall be c/o Clark, Partington, Hart, Larry, Bond & Stackhouse, 125 W. Romana Street, Suite 800, Pensacola, Florida 32502, and the name of the registered agent of this Corporation at that address shall be Chad A. McDaniel.

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IN WITNESS WHEREOF, I, the undersigned incorporator of Pensacola Venture Forum, 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.



CHAD A. McDANIEL
Incorporator

Date: December 27, 2005

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REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of Pensacola Venture Forum, Inc. Further, I am familiar with and accept the duties and obligations of such designation.


CHAD A. McDANIEL

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