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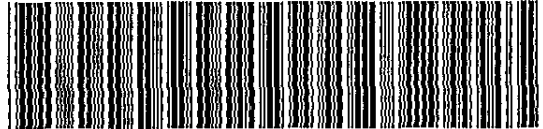
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06 APR 27 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C.S. 4-28

TRANSMITTAL LETTER

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

SUBJECT: Panhandle Charitable Open, 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

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Gerald A. McGill

Name (Printed or typed)

202 West Jackson Street

Address

Pensacola, FL 32501

City, State & Zip

850-432-6000

Daytime Telephone Number

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

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 17, 2006

GERALD A. MCGILL
202 W. JACKSON ST.
PENSACOLA, FL 32501

SUBJECT: PANHANDLE CHARITABLE OPEN, INC.
Ref. Number: W06000017851

We have received your document for PANHANDLE CHARITABLE OPEN, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6047.

Carolyn Lewis
Document Specialist
New Filing Section

Letter Number: 706A00025789

RECEIVED
05 APR 27 AM

ARTICLES OF INCORPORATION
OF
PANHANDLE CHARITABLE OPEN, INC.,

A Not-For-Profit Corporation

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the non-profit corporation shall be **Panhandle Charitable Open, Inc.** (herein referred to as the "the Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 202 West Jackson Street, Pensacola, Florida 32501.

ARTICLE III - PURPOSE

1. The Corporation is organized for the purposes of conducting a charity golf tournament with all net proceeds after expenses to be donated to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code. It is anticipated that the organization may solicit contributions from the public in the state of Florida and in accordance with Chapter 496, F.S., the Corporation will register with the Division of Consumer Services, State of Florida.

2. The Corporation does not contemplate pecuniary gain or profit to the members hereof. As such, the Corporation is not organized for profit, and no part

of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual. The Corporation shall not engage in a regular business of a kind ordinarily carried on for profit.

3. Notwithstanding any provision hereof to the contrary, the Corporation shall engage in no activities which would cause it to fail to qualify as tax exempt under Section 501(c)(3) of the Internal Revenue Code.

4. No substantial part of the activities of the Corporation shall consist of the participation or intervention in a political campaign on behalf of any candidate for public office or in connection with any attempt to influence the general public or segments thereof with respect to legislative matters, elections, or referendums or in connection with direct attempts to influence legislation.

5. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV - MANNER OF ELECTION

The method of election of directors is as stated in the by-laws.

The officers are elected by a simple majority vote of the Board of Directors.

ARTICLE V - INITIAL DIRECTORS AND OFFICERS

The number of directors constituting the initial Board of Directors of the Corporation is six. The names and addresses of the persons who are to serve as the initial members of the Board of Directors are:

Donald E. Bland, 2036 Hesperia Way, Pensacola, Florida 32505

Doug Gooch, 3014 Oak Pointe Drive, Pensacola, Florida 32505

Thomas E. Goetter, 4813 Rosemont Place, Pensacola, Florida 32514

Sheldon F. Bernau, 8145 Banberry Road, Pensacola, Florida 32514

Gerald A. McGill, 202 West Jackson Street, Pensacola, Florida 32501

John L. Peacock, Jr., 2038 Hesperia Way, Pensacola, Florida 32505

Each said officer shall be elected at such time and in such manner and for such terms and shall have such powers and duties as may be prescribed in the By-Laws.

The names and addresses of the persons who are to serve as the initial officers of the corporation are:

President: John L. Peacock, Jr.
2038 Hesperia Way
Pensacola, FL 32505

Vice President: Donald E. Bland
2036 Hesperia Way
Pensacola, FL 32505

Secretary: Sheldon F. Bernau
8145 Banberry Road
Pensacola, FL 32514

Treasurer: Sheldon F. Bernau
8145 Banberry Road
Pensacola, FL 32514

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Gerald A. McGill
202 West Jackson Street
Pensacola, Florida 32501

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator is:

Gerald A. McGill
202 West Jackson Street
Pensacola, Florida 32501

ARTICLE VIII - EFFECTIVE DATE

The effective date of the corporation will be the date of receipt of the
Articles of Incorporation at the office of the Secretary of State, State of Florida.

ARTICLE IX - DURATION

The period of the Corporation shall be perpetual.

ARTICLE X - SHARES

The Corporation shall issue no shares of stock of any kind or nature whatsoever.

ARTICLE XI - BY-LAWS

The Corporation as hereinabove provided shall have the power to adopt by-laws for the regulation of its internal affairs and for all other purposes not inconsistent with the constitution and laws of the State of Florida and with these Articles of Incorporation.

ARTICLE XII - INDEMNIFICATION

Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her having been a director or officer at the time such expenses are incurred, or liability shall arise, except when the director or officer is adjudged to be guilty of willful misfeasance in the performance of his or her duties. The foregoing right of indemnification shall be in addition to and not exclusive of all the rights to which such director or officer may be entitled.

ARTICLE XIII - AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by statute. However, in no event may any amendment to these Articles be made that would authorize the Board of Directors to conduct the affairs of the Corporation contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code, or that would adversely affect the Corporation's qualification as an organization exempt from Federal income tax under Section 501(c)(3).

XIV - BUSINESS FUNCTIONS

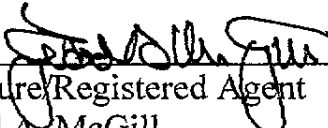
In order to facilitate the carrying out of the business functions of the Corporation, any deed, mortgage, note, contract, lease or any other instrument in writing signed by the President of the Corporation and attested by the Secretary shall be the valid act of the Corporation and shall not require the approval or any other actions on the part of the Board of Directors of the Corporation.

XV - DISSOLUTION

Upon dissolution or final liquidation of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all the remaining assets of the Corporation exclusively to one or more organizations as the Board of Directors shall determine

consistent with the requirements under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.


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/Registered Agent
Gerald A. McGill

4/24/06

Date



Signature/Incorporator
Gerald A. McGill

4/24/06

Date

In witness whereof, the said incorporator has hereunto set his hand on this the 24th day of April, 2006.



Gerald A. McGill

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA