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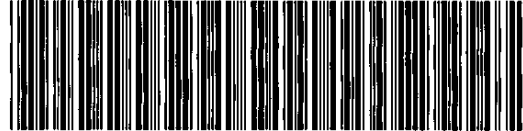
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SECRETARY OF STATE  
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

MRS  
8/22



CORPORATION SERVICE COMPANY

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06 AUG 21 AM 11:03

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 323698 81040A

AUTHORIZATION :

COST LIMIT : \$ PPD

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ORDER DATE : August 21, 2006

ORDER TIME : 10:54 AM

ORDER NO. : 323698-005

CUSTOMER NO: 81040A  
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DOMESTIC FILING

NAME: SMILES OF PENSACOLA, INC.

EFFECTIVE DATE:

XX\_\_\_\_\_ ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX\_\_\_\_\_ CERTIFIED COPY

CONTACT PERSON: Debbie Skipper - EXT. 2948

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION**

**OF**

**SMILES OF PENSACOLA, INC.**

**FILED**

06 AUG 21 AM 11:03

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**A Florida Corporation Not For Profit**

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, does hereby make and adopt the following Articles of Incorporation:

**ARTICLE 1. Name.** The name of the Corporation is SMILES OF PENSACOLA, INC.

**ARTICLE 2. Principal Place of Business.** The principal place of business of the Corporation is 6306 White Oak Drive, Pensacola, Florida 32503, and the mailing address for the business is the same.

**ARTICLE 3. Not For Profit.** The Corporation is a corporation not for profit as defined in Section 617.01, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

**ARTICLE 4. Duration.** The duration of the Corporation is perpetual.

**ARTICLE 5. Purposes.** The Corporation is organized, and shall be operated exclusively for, the following purposes:

A. To generate funds for and to support, financially, the following charitable organizations:

- Mississippi Gulf Coast Community College
- University of Florida, School of Business Administration
- Baker Museum
- Pensacola Salvation Army
- Pensacola Lions Club
- National Flight Academy
- Naval Aviation Museum Foundation
- Pensacola Council Navy League of the U.S.
- Pensacola U.S.O.
- Stephen Russel Mallory Camp 1315 SCV.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

**ARTICLE 6. Limitation.** No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees, Directors, Officers, or other private person, 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 in Article 5 (Purposes) hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

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 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 corresponding section of any future Federal tax code).

**ARTICLE 7. Members.** The Directors of the Corporation shall be its members. The initial members named in this Article and those persons who are hereafter admitted to membership in the manner provided by the Bylaws shall be the members of the Corporation. Unless otherwise provided by the Bylaws, all members shall be Voting Members and shall have all the rights and privileges of members of the Corporation. The name and address of each initial member is as follows:

<u>Name</u>	<u>Address</u>
John W. Hawkins	3904 Navy Blvd Pensacola, Florida 32507
Jimmy D. Messick	4300 Bayou Blvd, Suite 21 Pensacola, Florida 32503
Fletcher Fleming	7765 Mobile Highway Pensacola, Florida 32526

**ARTICLE 8. Initial Registered Office and Agent.** The street address of the initial Registered Office of the Corporation is 6306 White Oak Drive, Pensacola, Florida 32503, and the name of its initial Registered Agent is Mack Robison at that address of 6306 White Oak Drive, Pensacola, Florida 32503.

**ARTICLE 9. Initial Board of Directors.** The management of the Corporation shall be vested in a Board of Directors. The number of Directors will consist of not less than three nor more than nine Directors as established, from time-to-time, by the Bylaws of the Corporation. The Bylaws may provide for the Board of Directors to serve staggered terms of more than one (1) year. Otherwise, Directors shall serve for a term of one (1) year. Unless otherwise provided by the Bylaws, the officers of the Corporation provided by Article 10 shall be the Directors of the Corporation. The name and address of each initial Director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
John W. Hawkins	3904 Navy Blvd Pensacola, Florida 32507
Jimmy D. Messick	4300 Bayou Blvd, Suite 21 Pensacola, Florida 32503
Fletcher Fleming	7765 Mobile Highway Pensacola, Florida 32526

**ARTICLE 10. Officers.** The Officers of the Corporation shall consist of a President, a Vice-President, and a Secretary/Treasurer and such other Officers and Assistant Officers as may be provided for in the Bylaws. Each Officer shall be a member of the Board of Directors and shall be elected by the Directors at the annual meeting of Directors.

**ARTICLE 11. Incorporators.** The names and addresses of the Incorporators are as follows:

<u>Name</u>	<u>Address</u>
John W. Hawkins	3904 Navy Blvd Pensacola, Florida 32507
Jimmy D. Messick	4300 Bayou Blvd, Suite 21 Pensacola, Florida 32503
Fletcher Fleming	7765 Mobile Highway Pensacola, Florida 32526

**ARTICLE 12. Indemnification.** The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

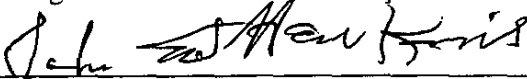
**ARTICLE 13. Bylaws.** The Bylaws of the Corporation are to be made and adopted by the Members of the Corporation, and may be altered, amended or rescinded by such Members, at the annual meeting, or at any special meeting called for that purpose, pursuant to notice of the meeting and of the content of the Bylaw, or amendment thereto, to be considered, given in writing at least one (1) week prior to such meeting.


**ARTICLE 14. 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 Members, Directors and Officers are subject to this reservation. Such amendment or repeal shall require the affirmative vote of two-thirds (2/3) of the Members present at an annual meeting, or at a special meeting duly called for that purpose pursuant to notice of the meeting and of the content of the amendment or repeal given in writing at least one (1) week prior to such meeting.

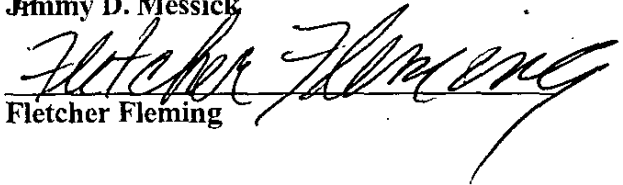
**ARTICLE 15. Non-stock Basis.** The Corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

**ARTICLE 16. Dissolution.** Upon dissolution of the Corporation, its assets shall be distributed to one or more of the Internal Revenue Code, i.e., charitable, educational, religious or scientific (or corresponding section of any future Federal tax code), or shall be distributed to the Federal government, or to a state or local government for public purpose. Unless otherwise directed by the Board of Directors, the assets of the Corporation upon dissolution shall be distributed to one or more of the organizations named in Article 5 of these Articles.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 1st day of August, 2006.

  
John W. Hawkins

  
Jimmy D. Messick

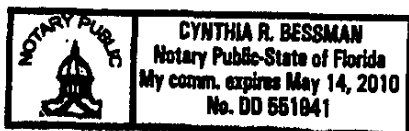
  
Fletcher Fleming

STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME personally appeared ~~John W. Hawkins~~, Jimmy D. Messick and Fletcher Fleming, to me well known and known to me to be the person described in and they executed the forgoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 15<sup>th</sup> day of August, 2006.



*Cynthia R. Bessman*  
NOTARY PUBLIC -STATE OF FLORIDA

**ACCEPTANCE BY REGISTERED AGENT**

THE UNDERSIGNED HEREBY accepts the appointment as Registered Agent of Smiles of Pensacola, Inc. which is contained in the foregoing Articles of Incorporation and agrees to perform the duties imposed upon him by Section 617.0503, Florida Statutes.

DATED this 15<sup>th</sup> day of August, 2006.

*Mack Robison*  
Mack Robison

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME personally appeared **John W. Hawkins**, to me well known and known to me to be the person described in and they executed the forgoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 17th day of August, 2006.

  
NOTARY PUBLIC - STATE OF FLORIDA

