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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Celebrate Pensacola, Inc.**

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TALLAHASSEE, FLORIDA

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

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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 AND PRINCIPAL OFFICE**

The name of the corporation is Celebrate Pensacola, Inc., the street address of the principal office of the corporation is 117 West Garden Street, Pensacola, FL 32502, and the mailing address is Post Office Box 550, Pensacola, Florida 32591-0550.

**ARTICLE II - PURPOSES**

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

- (a) To promote and celebrate the heritage of the City of Pensacola, Florida.
- (b) 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 and its regulations as they now exist or may hereafter be amended.
- (c) No part of the net earnings of the corporation shall inure to the benefit of any trustee 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 trustee 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, and the corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

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(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 an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

**ARTICLE III - MEMBERSHIP**

The corporation shall have no members.

**ARTICLE IV - COMMENCEMENT OF CORPORATE EXISTENCE  
AND TERM OF EXISTENCE**

The corporation shall have perpetual existence with an effective beginning date of corporation existence of the date these Articles of Incorporation are filed with the Florida Secretary of State. The

**ARTICLE V - INCORPORATOR**

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

Harry Miller Caldwell, Jr.  
116 North Tarragona Street  
Pensacola, FL 32502

**ARTICLE VI - OFFICERS**

The corporation shall have officers consisting of a President, Secretary, and Treasurer, and such other officers as the Board of Trustees of the corporation shall in its discretion determine necessary or appropriate for accomplishing the objectives of the corporation. The officers shall be elected by the Board of Trustees (at the annual meeting of the Board of Trustees) or as otherwise provided in the corporation's bylaws.

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**ARTICLE VII - BOARD OF TRUSTEES**

The affairs of this corporation not for profit shall be managed by a Board of Trustees. The trustees shall be elected, removed and/or reelected as provided in the bylaws of the corporation. If provided in the bylaws of the corporation, the trustees shall have full power to fill the office of any trustee who may resign, die, become disabled, or refuse to act as trustee. Unless otherwise provided in the bylaws of the corporation, the majority vote of the trustees in office shall be sufficient for the taking of any action within the power of the corporation.

This corporation shall have twelve (12) trustees initially. The number of trustees may be either increased or diminished from time to time as provided in the bylaws of the corporation, but there shall never be less than three (3) trustees. The names of the initial Trustees of the corporation are as follows:

Harry Miller Caldwell, Jr.  
Shirley Cronley  
Oliver Darden  
Nancy Halford  
E. Coy Irvin, Jr.  
John Jerralds  
Alan Nickelsen  
Zoya Phillips  
Jake Renfro, III  
Brian Spencer  
Thomas D. Tait  
George Touart

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**ARTICLE XIII- 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 trustees and officers of the corporation are subject to this reservation.

**ARTICLE IX - BYLAWS**

Unless otherwise provided in the bylaws of the corporation, the bylaws of the corporation are to be made, altered, amended, or repealed by a majority vote of the Board of Trustees at a regular or special meeting of the Board of Trustees.

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**ARTICLE X - 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 Trustees 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 Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

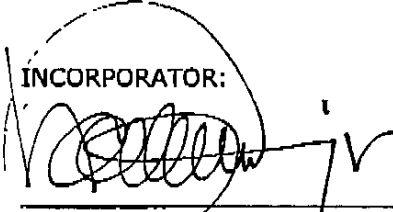
No trustee or officer of the corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

**ARTICLE XI - REGISTERED OFFICE AND AGENT**

The street address of the registered office of this corporation shall be 117 West Garden Street, Pensacola, Florida 32502, and the name of the registered agent of this corporation at that address shall be Eron Emerson.

IN WITNESS WHEREOF, I, the undersigned incorporator of Celebrate Pensacola, Inc. has 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.

INCORPORATOR:

  
HARRY MILLER CALDWELL, JR.

Date: Nov. 8, 2006, 2006

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**REGISTERED AGENT ACCEPTANCE**

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



EVON EMERSON

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