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06 DEC 21 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B: WHITE DEC 22 2006

December 1, 2006

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

Enclosed for filing are the incorporation documents and appropriate filing fee regarding Pensacola Promise, Inc. including an application for registration of fictitious name. I have enclosed ~~2~~ checks in the amount of \$158.75 to cover the costs of the non-for-profit filing fees. Including a certified copy (\$78.75) and to cover the costs of the fictitious name registration and a certified copy (\$80.00).

Please return certified copies to:

Kristin Fairchild
840 W. Moreno Street
Pensacola, FL 32501

Thank you for your assistance in this matter and if you have any questions please call me at 850-2020691 ext 10.

Thank you,

A handwritten signature in black ink, appearing to read 'Kristin Fairchild', written in a cursive style.

Kristin Fairchild



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 21, 2006

KRISTIN FAIRCHILD
840 W MORENO ST
PENSACOLA, FL 32501

SUBJECT: PENSACOLA'S PROMISE, INC.
Ref. Number: W06000054729

We have received your document for PENSACOLA'S PROMISE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

You must list the corporation's principal street address and/or a mailing address in the document. A post office box is not acceptable for the principal address.

An effective date may be added to the Articles of Incorporation if a 2007 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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) 245-6933.

Dale White
Document Specialist
New Filing Section

Letter Number: 306A00072215

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Name

The name of the corporation is Pensacola's Promise, Inc.
Principle Address 840 W Moreno St Pensacola, FL 32501

Article II. Purpose

This not-for-profit corporation is organized under the laws of the State of Florida exclusively as an organization dedicated to charitable and educational purposes. This corporation shall be operated in compliance with the provisions of Chapter 617, F.S.

Article III. Duration

The corporation shall have perpetual duration.

Article IV. Tax Exemption Requirements

A. The corporation is organized and operated exclusively for the purposes set forth in Article II herein.

B. Notwithstanding any other provision 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 or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements on behalf of any candidate for public office).

Article V. No Members

The corporation shall have no members.

Article VI. Registered Office and Agent

The street address of the initial registered office of the corporation is: 15 Lakeside Drive, Pensacola Florida 32507. The name of the original registered agent at such address is Julie L. Sheppard, Esq.

Article VII. Board of Directors

The initial Board of Directors identified below were appointed by the founders, Kristin Fairchild and Jane Birdwell and consist of the current advisory council of Pensacola's

Pensacola, FL 32505

Article VIII. Incorporators

The names and address of the incorporators are: Kristin Glass Fairchild, 2090 Galt Road, Pensacola Fl. 32503 and Jane Birdwell, Star Lake Road, Pensacola, Fl. 32507.

Article IX. Officers

The board of directors shall elect the chair, vice-chair and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. For organizational purposes the officers consist of the following:

Chair

Jane Birdwell
Birdwell Multimedia and Photography
890 South Palafox Street Suite 109
Pensacola, Florida 32502

Treasurer

Monica Sherman,
Private Banking Officer
Whitney Bank
2185 Airport Blvd
Pensacola, FL 32504

Executive Director

Kristin Glass Fairchild
840 West Moreno Street
Pensacola Florida 32501.

The remaining officers are to be elected at the first organizational meeting of the board of directors to be held Monday, December 18, 2006.

Article X. Bylaws

Subject to the limitations contained in the bylaws and any limitations set forth in the Chapter 617, F.S. concerning corporation action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted either by a resolution of the board of directors or by following the procedures set forth for such action in the bylaws.

Article XI. Property and Profits

The property of this corporation is irrevocably dedicated to the purposes set forth in

Promise prior to incorporation. Future election and reappointment of Directors will be addressed in the organizational bylaws.

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted, by a board of directors. The number of directors of the corporation shall not exceed fifteen (15). The directors named in these articles are the original board of directors. The method of election of directors shall be stated in the bylaws.

Annual meetings shall be held on or about 12:00 p.m. on the first Tuesday of September of each year at the principal office of the corporation or as such other places as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting if all the members of the board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceeding of the board. Such action by written consent will have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law relating to actions so taken must state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

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

Board of Directors

Chair

Jane Birdwell
Birdwell Multimedia and Photography
890 South Palafox Street Suite 109
Pensacola, Florida 32502

Suzanne Blankenship
Attorney at Law & Asst. Managing Partner
McDonald, Fleming, Moorhead, Ferguson,
Green, Smith, Blankenship, Heath & de Kozan, LLP
25 West Government Street
Pensacola, FL 32502

Chad Bonner
Branch Manager
Lewis Bear Co.
6120 Enterprise Dr.
Pensacola, FL 32505

Sara Daniel
Coordinator, Community Relations/Special Events
Sacred Heart Foundation
5151 N. Ninth Ave.
Pensacola, FL 32504

Todd Milleson,
Operations Director
R&L Enterprises
3204 Gulf Breeze Parkway
Gulf Breeze, FL 32563

Daniel Pennington
Creative Services Director
WEAR, WFGX
4990 Mobile Highway
Pensacola, FL 32506

Ann Papadelias
Program Manager
Escambia Dental Cooperative
5555 W Hwy 98 Bldg 3100
Pensacola, FL 32507

Monica Sherman,
Private Banking Officer
Whitney Bank
2185 Airport Blvd
Pensacola, FL 32504

Chris Washler,
President
Infinity Tech Solutions
P.O. Box 11367
Pensacola, FL 32524

Ed Wonders
Assistant Vice President
McMahon Hadder Insurance
375 North 9th Avenue
Pensacola, FL 32502

Carissa Burkett
President of Chain Reaction
Senior-West Florida High School
4517 Shantilly Way

Article II herein and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, or officer thereof or to the benefit of any 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 purpose or purposes set forth in Article II herein.

Article XII. Dissolution

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to Big Brothers Big Sisters of Northwest Florida, Inc. which is organized and operated exclusively for the purposes set forth in Article II herein, and exempt from taxation under section 501(c)(3) of the Internal Revenue Code; however, if the named recipient(s) is not in existence, or is not a qualified distributee, or is unwilling or unable to accept the distribution, then the assets of this organization shall be distributed to a fund, foundation or organization organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code.

Article XIII. Amendments

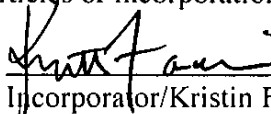
Amendments to these articles of Incorporation may be proposed by a resolution adopted by the board of directors. Amendments may be adopted by a vote of two-thirds of members of the corporation.

Article XIV. Option: Limited Liability of Directors and Officers

The officers and directors shall not be individually liable for the corporation's debts or other liabilities, and their private property of such individuals shall be exempt from any corporate debts or liabilities. The power of indemnification under the laws of the State of Florida shall not be denied or limited by the bylaws.

We, the undersigned, being the incorporators of this corporation for the purpose of forming this nonprofit corporation under the laws of the State of Florida have executed these articles of incorporation on the 1st day of December 2006.

BY:


Incorporator/Kristin Fairchild

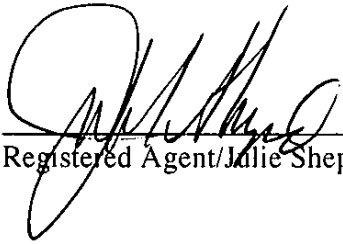
Date: 12-19-06


Incorporator/Jane Birdwell

Date: 12-19-06

Having been named the 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.

BY:



Registered Agent/Julie Sheppard

Date:

12/19/86

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TALLAHASSEE, FLORIDA