

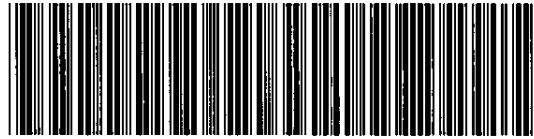
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TALLAHASSEE, FLORIDA

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RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

TRANSMITTAL LETTER

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

SUBJECT: Northwest Florida Conservatives, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Theresa Zerkle
Name (Printed or typed)

Address

City, State & Zip

850-241-0042
Daytime Telephone number

Please call me when these are ready to be picked up.

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

ARTICLES OF INCORPORATION
OF
NORTHWEST FLORIDA CONSERVATIVES, INC.

FILED
07 JAN 24 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges, and files this certificate for the purpose of becoming a corporation not for profit under the laws of the State of Florida:

ARTICLE I

Name and Address

The name of this Corporation shall be NORTHWEST FLORIDA CONSERVATIVES, INC., and the address of the Corporation is 10510 Gibsonton Drive, Riverview, Florida 33569.

ARTICLE II

Nature of Business

The Corporation shall be organized as a not-for-profit corporation under Chapter 617, Florida Statutes. The Corporation is organized and the purpose of the Corporation is to engage in exempt function activity as described in Section 527 of the Internal Revenue Code (the "Code") of the United States, which activities are exempt from taxation under such section. No part of the Corporation's earnings shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purpose.

ARTICLE III

Stock/Members

The Corporation shall not issue shares of stock, but shall consist of non-stock owning members who shall be admitted as set forth in the bylaws of the Corporation.

ARTICLE IV

Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

Breck Brannen
1121 Savannah Trace
Tallahassee, Florida 32312

ARTICLE V

Term of Corporate Existence

The Corporation shall exist perpetually unless dissolved according to law. Upon dissolution of the Corporation, assets may be distributed to a nonprofit fund, foundation, or corporation that is organized exclusively for either charitable or social welfare purposes, having established its tax exempt status under either Section 501(c)3 or 501(c)4 of the Code, or the corresponding section of any future federal tax code, or may be distributed to a state or local government, for a public purpose. Upon dissolution of the Corporation, contributions to the Corporation, exclusive of earnings, may be distributed on a pro rata basis based upon original contribution amounts to the original contributor.

ARTICLE VI

Address of Registered Office and Registered Agent

The address of the initial registered office of the Corporation in the State of Florida shall be 1121 Savannah Trace, Tallahassee, Florida 32312. The name of the initial registered agent of the Corporation at the above address shall be Breck Brannen. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

ARTICLE VII

Number of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of at least three persons, the exact number to be determined from time to time in accordance with the bylaws of

the Corporation. The director(s) shall be elected as provided in the bylaws. The initial directors and their addresses are:

<u>Director</u>	<u>Address</u>
Al Binford	4713 Soule Place Gulf Breeze, FL 32563
David L. Wilson	4713 Soule Place Gulf Breeze, FL 32563
John D. Kelly	4713 Soule Place Gulf Breeze, FL 32563

ARTICLE VIII

Officers

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers, including without limitation thereto, two or more Vice Presidents, Vice Chairmen, Assistant Secretaries and Assistant Treasurers. The same person may hold any two or more offices. The initial officers of the Corporation are:

President:	Al Binford
Vice President:	David L. Wilson
Secretary:	David L. Wilson
Treasurer:	David L. Wilson

ARTICLE IX

Transactions in Which Directors or Officers are Interested

(a) No contract or other transaction between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or Officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because

the Director(s) or Officer(s) are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his/her/their votes are counted for such purpose, if:

- (1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose, without counting the votes or consents of such interested Director or Directors; or
- (2) The fact of such relationship or interest is disclosed or known to the members entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
- (3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE X

Indemnification of Directors and Officers

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by him in connection with such action, suit or proceeding, including appeals, unless he acted with gross negligence or willful misconduct. Determination of any action, suit or proceeding by judgment, order, settlement or conviction shall not create a presumption that the person acted with gross negligence or willful misconduct. The determination of whether a person acted within the

standard of conduct described above shall be made in one of the following manners:

- i. A majority vote of a quorum of directors who were not parties to the action, suit or proceeding; or
- ii. If a majority of the disinterested directors so requests, by independent legal counsel in a written opinion; or
- iii. If a majority of the disinterested directors so requests, by a qualified independent arbitrator.

Success on the merits in defense of any action, suit or proceeding shall be determinative that the person acted within the necessary standard of conduct and no further determination shall be necessary.

Expenses, including attorneys' fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, upon a preliminary determination by the disinterested Board members that the person did not act with gross negligence or willful misconduct, upon receipt of an undertaking by such person to repay such amount upon any ultimate determination that he acted with gross negligence or willful misconduct.

Indemnification as provided hereunder shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of his heirs, executors, administrators and assigns.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of the status as such, whether or not the Corporation has the power to indemnify him against such liability under the provision of this section.

ARTICLE XI

Financial Information

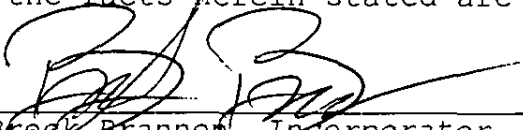
Except to the extent required by any agreement between the Corporation and its members, or as required by law, the Corporation shall not be required to prepare and provide a balance sheet or a profit and loss statement to its members, nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the members each year hereafter unless a resolution to the contrary has been adopted by the members.

ARTICLE XII

Amendments

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon members hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned Incorporator, hereby set my hand and seal this 22nd day of January, 2007, for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of the State in the State of Florida the Certificates of Incorporation and certify that the facts herein stated are true.


Breck Brannen, Incorporator

STATE OF FLORIDA
COUNTY OF LEON

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared J. Breck Brannen, Incorporator of Northwest Florida Conservatives, Inc., known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 22nd day of January, 2007.


NOTARY PUBLIC, State and County aforesaid

My commission expires:



Barbara G. Sanders
MY COMMISSION # DD184363 EXPIRES
March 2, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

Northwest Florida Conservatives, Inc.

2. The name and address of the registered agent and office is:

Breck Brannen
(NAME)

1121 Savannah Trace
(P.O. BOX NOT ACCEPTABLE)

Tallahassee, Florida 32312
(CITY/STATE/ZIP)

SIGNATURE: _____

TITLE: Incorporator

DATE: 1/22/2007

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____

DATE: 1/22/2007

REGISTERED AGENT FILING FEE: _____

FILED
07 JAN 24 PM 1:22
CLERK OF STATE
TALLAHASSEE, FLORIDA