

N07000001277

(Requestor's Name)

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(City/State/Zip/Phone #)

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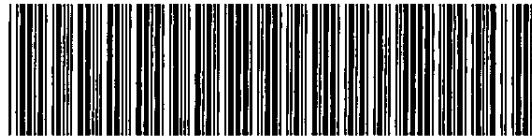
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CB 2-7-07

## COVER LETTER

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

**SUBJECT:** Pensacola Suburban West Rotary Club Foundation, 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 of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: John Stein

Name (Printed or typed)

7919 Mobile Hwy

Address

Pensacola, FL 32526-4263

City, State & Zip

(850) 944-1225

Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 23, 2007

JOHN STEIN  
7919 MOBILE HWY  
PENSACOLA, FL 32526-4263

SUBJECT: PENSACOLA SUBURBAN WEST ROTARY CLUB FOUNDATION,  
INC.  
Ref. Number: W07000003615

We have received your document for PENSACOLA SUBURBAN WEST ROTARY CLUB FOUNDATION, 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):

Florida law requires the street address of the principal office and, if different the mailing address of the entity. A post office box is not acceptable for the principal office.

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) 245-6925.

Cynthia Blalock  
Document Specialist  
New Filing Section

Letter Number: 507A00005347

7919 Mobile Hwy  
Pensacola, FL 32526-4263

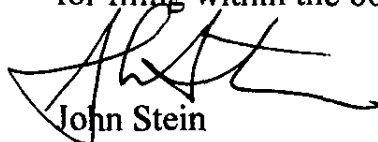
February 1, 2007

Cynthia Blalock  
Document Specialist  
New Filing Section  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Pensacola Suburban West Rotary Club Foundation, Inc.  
Ref. Number: W07000003615

Thank you for your response to our filing.

The noted corrections have been made and the document is being returned  
for filing within the 60 days specified.



John Stein  
7919 Mobile Hwy  
Pensacola, FL 32526  
(950) 944-1225

FILED

07 FEB -6 PM 8:06

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
PENSACOLA SUBURBAN WEST ROTARY CLUB FOUNDATION, INC.  
(A CORPORATION NOT FOR PROFIT)**

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit corporation under the Non-Profit corporation Law of the state of Florida, do hereby certify:

**ARTICLE I NAME**

The name of the Corporation shall be: **PENSACOLA SUBURBAN WEST  
ROTARY CLUB FOUNDATION, INC.**

**ARTICLE II PRINCIPAL OFFICE**

The principal office of the Corporation is to be located at 1017 N 12<sup>th</sup> Ave., Pensacola, Florida 32501 with its principal mailing address as P. O. Box 4153, Pensacola, Florida 32507. The Board of Trustees may from time to time move the principal office to any other address in the State of Florida.

**ARTICLE III PURPOSE**

The purpose for which the Corporation is organized shall be as follows:

a. 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, educational, and scientific purposes, either directly or by distributions 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.

b. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except 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 III hereof

c. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

d. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) 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 (ii) 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.

e. Notwithstanding any other provision of these articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

#### **ARTICLE IV MANNER OF ELECTION**

The initial membership of the Corporation is the Rotary Club of Pensacola Suburban West Florida, Inc., a Corporation not for profit. Directors of the Corporation shall be *nominated in a manner prescribed in, and elected annually by, the Rotary Club of Pensacola Suburban West* for terms as prescribed in the By-Laws of the Corporation.

**ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS**

The names and addresses of the initial directors and/or officers of the Corporation are as follows:

Andrew N. Dennis  
215-B Brent Lane  
Pensacola, FL 32503

E. Gregory Threadgill  
2103 W. Herman St.  
Pensacola, FL 32505

Ferdinand L. Solomon, II  
6526 Lake Charlene Dr.  
Pensacola, FL 32506

A. Huntley Johnson  
1530 Bayshore Ln.  
Pensacola, FL 32507

Edmund W. Holt  
1017 N. 12<sup>th</sup> Ave.  
Pensacola, FL 32501

Braden K. Ball, Sr.  
1811 Yates Ave.  
Pensacola, FL 32503

Michael J. Marshall  
2411 Whalley Ave.  
Pensacola, FL 32503

**ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and street address of the registered agent of this Corporation is: Edmund W. Holt, 1017 N. 12<sup>th</sup> Ave., Pensacola, Florida 32501-3306.

**ARTICLE VII INCORPORATOR**

The name and address of the incorporator of this Corporation is:

**ARTICLE VIII 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, trustees and officers of the Corporation are subject to this reservation. Amendments to these articles must be approved by a majority vote of members present at a meeting, called for the purpose, of the Pensacola Suburban West Rotary Club.

**ARTICLE IX BYLAWS**

The bylaws of the Corporation are to be made, altered or rescinded by the Board of Trustees in the manner set forth in the bylaws of the Corporation.

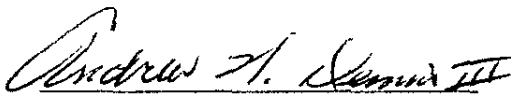
**ARTICLE X DISTRIBUTION ON DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for

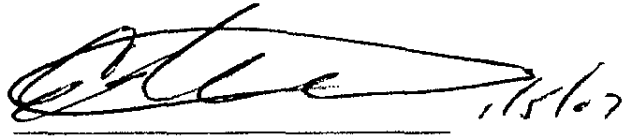


such purposes or to such organization or organizations, as said Court shall determine,  
which are organized and operated exclusively for such purposes.

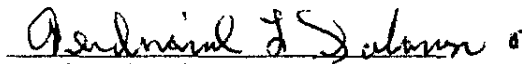
IN WITNESS WHEREOF, we, the undersigned subscribing incorporators of  
Pensacola Suburban West Rotary Club Foundation, Inc., have hereunto subscribed our  
names this date for the purpose of forming this Corporation not for profit under the laws  
of the State of Florida.



Andrew N. Dennis III  
215-B Brent Lane  
Pensacola, FL 32503

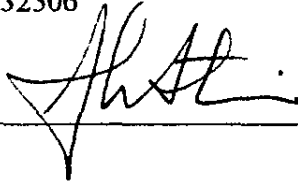
 1/15/07

E. Gregory Threadgill  
2103 W. Herman St.  
Pensacola, FL 32505



Ferdinand L. Solomon, II  
6526 Lake Charlene Dr.  
Pensacola, FL 32506

Witness:



Date:

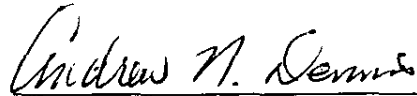
1/18/07

**CERTIFICATE DESIGNATING REGISTERED AGENT,  
PRINCIPAL PLACE OF BUSINESS, AND ACCEPTANCE OF REGISTERED AGENT**

In compliance with Section 617.0501, Florida Statute, the following is submitted:

The **PENSACOLA SUBURBAN WEST ROTARY CLUB FOUNDATION, INC.**, a Florida Corporation Not for Profit, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1017 N. 12<sup>th</sup> Avenue, Pensacola, FL 32501, and its principal mailing address as P.O. Box 4153, Pensacola, FL 32507, has designated Edmund W. Holt, whose address at 1017 N. 12<sup>th</sup> Avenue, Pensacola, FL 32501, is the same as the principal place of business, as its registered agent for all purposes under law, including accepting legal notices and service of process with the State of Florida at said principal place of business.

Dated this 30 day of JANUARY, 2007.



Andrew N. Dennis, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been designated to serve as Registered Agent for the above named Corporation at the principal place of business designated in this certificate, I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

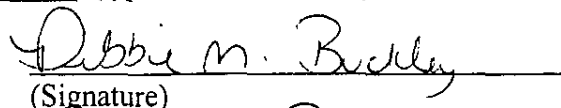
Dated the 30 day of JANUARY, 2007.



Edmund W. Holt, Registered Agent

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

Sworn to and subscribed before me this 30<sup>th</sup> day of JANUARY, 2007,  
by Edmund W. Holt who ( ☒ ) was personally known to me or ( ☐ ) produced  
\_\_\_\_\_ (type of identification).



(Signature)

Debbie M. Buckley  
(Type or Print Notary's Name)

Notary Public - State of Florida

-Notary Seal-

