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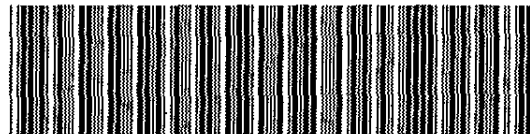
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TE. Burch FEB 12 2007

February 1, 2007

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida
32314

Ladies and Gentlemen:

Enclosed please find the original Articles of Organization of A Better Pensacola, Inc. to be filed on behalf of, A Better Pensacola, Inc.

Enclosed please also find check no. 423 in the amount of \$70.00 in payment of the filing fee.

If you should have any questions or comments regarding this matter, please do not hesitate to contact me directly at your convenience.

Sincerely,


Jeff DeWeese

Enclosures

O'SULLIVAN CREEL, LLP
Certified Public Accountants & Consultants

P. O. Box 12646
Pensacola, FL 32591-2646

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
A BETTER PENSACOLA, INC.**

ARTICLE I

Name

The name of this corporation is A BETTER PENSACOLA, INC. The address of the principal office of the corporation is 316 South Baylen Street, Suite 300, Pensacola, Florida, 32502, and its mailing address is the same.

ARTICLE II

Corporate Name

This is a nonprofit corporation, organized solely for general educational and charitable purposes pursuant to the Florida Corporations Not For Profit Law set forth in Chapter 617 of the Florida Statutes.

ARTICLE III

Duration

The term of existence of the corporation is perpetual.

ARTICLE IV

General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

A. To proactively support and foster the cultural, recreational, developmental, educational and philanthropic efforts and opportunities in Pensacola, Florida.

B. To assist existing Section 501(c)(3) organizations relating to the general welfare of the communities of the Northwest Florida and other local qualifying organizations which provide charitable and educational benefit such areas.

C. To operate exclusively in any manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code of 1986, as amended, including private foundations and private operating foundations.

ARTICLE V

Management of Corporate Affairs

The manner in which the directors of the corporation shall be elected and the terms they shall serve shall be set forth in the bylaws of the corporation.

ARTICLE VI

Earnings and Activities of Corporation

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, 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 IV hereof.

B. 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 any candidate for public office.

C. 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provisions of these Articles, this 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 VII

Distribution of Assets

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for educational, scientific and charitable purposes as shall at any time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

Membership

This corporation shall not have members.

ARTICLE IX

Incorporator

The name of the Incorporator of this corporation is JEFF DEWEESE and his address is 316 South Baylen Street, Suite 300, Pensacola, Florida, 32502.

ARTICLE X

Dedication of Assets

The property of this corporation is irrevocably dedicated to educational, scientific and charitable purposes 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 individual.

ARTICLE XI

Registered Agent and Office

The address of the corporation's registered office shall be 316 South Baylen Street, Suite 300, Pensacola, Florida, 32502, and the name of its registered agent at said address shall be JEFF DEWEESE.

ARTICLE XII

Amendment of Articles

Amendments to these Articles of Incorporation may occur by an amendment approved by the Board of Directors.

THE UNDERSIGNED, being the incorporator of this corporation, for the purposes of forming this nonprofit corporation under the laws of

the State of Florida, has executed these Articles of Incorporation, this 1st day of February, 2007.


JEFF DEWEESE, Incorporator


STATE OF FLORIDA)
)
COUNTY OF ESCAMBIA)

BEFORE ME, the undersigned authority, personally appeared JEFF DEWEESE, who is personally known to me to be the person who executed the foregoing Articles of Incorporation and who acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5th day of February, 2007.

NOTARY PUBLIC, State of Florida

the State of Florida, has executed these Articles of Incorporation, this 1st day of February, 2007.


JEFF DEWEESE, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, JEFF DEWEESE, am familiar with and hereby accept the appointment as Registered Agent for A BETTER PENSACOLA, INC., as set forth in its Articles of Incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 1st day of February, 2007.


JEFF DEWEESE