

**NO 700000 4872**

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H07000132525 3)))



H070001325253ABCZ

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : CLARK, PARTINGTON, HART AND HART  
Account Number : 071201002016  
Phone : (850) 434-9200  
Fax Number : (850) 432-7340

2007 MAY 15 AM 11:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**CLARINDA TRIANGLE ASSOCIATION, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

H07000132525 3

**ARTICLES OF INCORPORATION  
FOR  
CLARINDA TRIANGLE ASSOCIATION, INC.**

The undersigned Incorporator, whose name is Gary W. Huston and whose address is 125 W. Romana Street, Suite 800, Pensacola, FL 32502, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of the State of Florida hereby subscribes the following Articles of Incorporation:

**ARTICLE I - NAME AND PRINCIPAL OFFICE**

The name of the corporation shall be **Clarinda Triangle Association, Inc.** and the street address of the initial principal office of the corporation is 100 Clarinda Lane, Pensacola, Florida 32505.

**ARTICLE II - PURPOSE**

The purposes for which this corporation is organized are as follows:

(a) The corporation is organized exclusively for charitable, educational and scientific purposes, including making distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law. These purposes include charitable, educational and scientific issues associated with the Escambia Treating Site environmental cleanup and community information and outreach.

(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 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 this Article. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under

H07000132525 3

H07000132525 3

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.

(c) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

(d) The corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

(e) The corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

(f) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

(g) The corporation shall not make any taxable expenditure, as defined in Section 4945(d) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

(h) 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 (i) by an organization exempt under section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended, or (ii) 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.

H07000132525 3

### **ARTICLE III – TERM OF EXISTENCE**

This corporation shall have perpetual existence.

### **ARTICLE IV – INITIAL REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office shall be 125 W. Romana Street, Suite 800, Pensacola, Florida 32502, and the name of the initial registered agent of this corporation at that address shall be Gary W. Huston.

### **ARTICLE V – BOARD OF DIRECTORS**

The affairs of this corporation shall be managed by a Board of Directors. All directors other than the initial directors and the President of the Corporation shall be elected by the membership present at the annual meeting or as otherwise determined by the Board, in accordance with the method of election stated in the bylaws of the corporation. The directors shall have full power to elect directors to fill vacancies in office, or to fill the office of any director who may resign, die, become disabled, or refuse to act. The majority vote of the directors in office shall be sufficient for the taking of any action within the power of the corporation.

The Board shall have up to ten (10) members – as many as five (5) from affected residents of the Clarinda Triangle neighborhood, as many as three (3) representing environmental interests, and as many as two (2) representing business interests in the area of Clarinda Triangle – but in no event shall the entire Board consist of less than three (3) directors. Each director shall be a natural person who is 18 years of age or older.

The initial Board of Directors are Katherine Wade, President; Jeffrey Melton, Treasurer; Pastor Catherine Clark, Secretary; Janice Melton, Community Liaison; and Deborah Anderson, Community Liaison; with the potential for two (2) additional Community Liaisons as approved by the Board.

### **ARTICLE VI – MEMBERSHIP**

Members of the corporation may include: (1) residents and former residents of the Clarinda Triangle neighborhood in Pensacola, Florida, (2) individuals who support the interests, concerns, and purposes of the corporation, regardless of residence, and (3) affected businesses in the area of Clarinda Triangle. A person shall be considered a

H07000132525 3

member in good standing upon payment of minimum member dues as established annually by the Board of Directors. No other qualifications are necessary, but the corporation, through a vote of the Board of Directors, reserves the right to reject a member applicant who is not a current or former resident in the Clarinda Triangle neighborhood if they believe that individual's interests are adverse to those of the corporation.

#### **ARTICLE VII - INDEMNIFICATION**

Any current or former officer, director, or employee of the corporation shall be indemnified and held harmless to the full extent allowed by law.

#### **ARTICLE VIII - DISTRIBUTION AND DISSOLUTION**

Upon the dissolution of the corporation, its 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 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 said Court shall determine, which are organized and operated exclusively for charitable, religious, scientific, public safety testing, literary, or educational purposes and 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 member, director 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 IX - AMENDMENT**

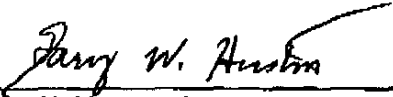
The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them and all rights and privileges conferred upon the members, directors, and officers of the corporation are subject to this reservation. Any amendment to the Articles of Incorporation requires an affirmative vote of a majority of the Board of Directors.

H07000132525 3

**ARTICLE X - BYLAWS**

The bylaws of the corporation can be made, altered, amended, or repealed by a majority vote of the Board of Directors at a regular or special meeting.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the 15<sup>th</sup> day of May, 2007.

  
\_\_\_\_\_  
Gary W. Huston, Incorporator

**REGISTERED AGENT ACCEPTANCE**

I hereby accept the foregoing designation as registered agent of Clarinda Triangle Association, Inc. Further, I am familiar with and accept the duties and obligations of such designation.

  
\_\_\_\_\_  
Gary W. Huston, Registered Agent

A0233220.DOC

FILED  
2007 MAY 15 AM 11:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H07000132525 3