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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Grand Lagoon National Foundation, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
GRAND LAGOON NATIONAL FOUNDATION, INC.  
a Florida corporation not for profit**

The undersigned, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporations Act, as set forth in Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE I. NAME**

The name of this corporation is **Grand Lagoon National Foundation, Inc.**, (referred to herein as the "Corporation").

**ARTICLE II. TERM OF EXISTENCE**

The Corporation shall exist perpetually or until terminated as provided by law.

**ARTICLE III. ADDRESS OF CORPORATION**

The mailing address of the Corporation and the street address of the initial principal office is 1120 West Beach Drive, Panama City, Florida 32401.

**ARTICLE IV. PURPOSE**

The general nature, objects and purposes of the Corporation are:

(1) The general purpose for which this Corporation is formed is to operate exclusively for charitable purposes, including, the making of distributions to organizations which qualify as tax exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws;

(2) The specific purpose for which this Corporation is formed is to raise money for local charities by organizing, hosting, promoting and supervising fishing tournaments and

THIS INSTRUMENT PREPARED BY:  
Clifford W. Sanborn, Esq.  
Fla. Bar No. 0442143  
Barron, Redding, Hughes, Fife,  
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220 McKenzie Avenue  
Panama City, FL 32401  
(850) 785-7454

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other events conducted on or to the benefit of marinas and other businesses located on the Grand Lagoon in Panama City Beach, Florida; and

(3) To operate without profit; the property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of or be distributed to any director, officer, member, trustee or other private individual.

#### ARTICLE V. MEMBERS

The Corporation shall have a membership distinct from the Board of Directors. The authorized number and qualifications of the Members of the Corporation, the manner of their admission, the different classes of membership, if any, the property, voting and other rights and privileges of Members, and their liability for dues and assessments and the method of collecting dues and assessments shall be as regulated in the Bylaws of the Corporation.

#### ARTICLE VI. INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent of the Corporation is **William F. Spann**, and the street address of the initial registered office of the Corporation is 1120 West Beach Drive, Panama City, Florida 32401.

#### ARTICLE VII. FIRST BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall initially consist of ten (10) directors. The number of directors may either increase or decrease from time to time, by a method of election as stated in the Bylaws, but shall never be less than three (3). The directors named here as the first Board of Directors shall hold office until the first meeting of the Members. Thereafter, the election or appointment of the Board of Directors shall be regulated in accordance with the By-Laws of the Corporation.

The names and addresses of the persons constituting the first Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Johnny Patronis, Chairman	1120 W. Beach Drive Panama City, Florida 32401

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William Spann	1120 W. Beach Drive Panama City, Florida 32401
Sparky Sparkman	1120 W. Beach Drive Panama City, Florida 32401
Steve Counts	1120 W. Beach Drive Panama City, Florida 32401
Pam Anderson	1120 W. Beach Drive Panama City, Florida 32401
Ken Anderson	1120 W. Beach Drive Panama City, Florida 32401
Grover Davis	1120 W. Beach Drive Panama City, Florida 32401
Yonnie Patronis	1120 W. Beach Drive Panama City, Florida 32401
Lisa Todd	1120 W. Beach Drive Panama City, Florida 32401
Jimmy Todd	1120 W. Beach Drive Panama City, Florida 32401

#### ARTICLE VIII. OFFICERS

The names of the officers who are to manage the affairs of the Corporation until the first annual meeting of the Board of Directors and until their successors are duly elected and qualified are:

<u>NAME</u>	<u>OFFICE</u>
William F. Spann	President/Secretary
Sparky Sparkman	Vice-President
Steve Counts	Treasurer

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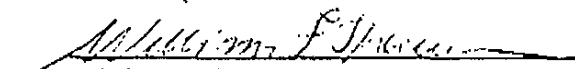
ARTICLE IX. INCORPORATOR

The name and address of the incorporator is William F. Spann, 1120 W. Beach Drive, Panama City, Florida 32401.

ARTICLE X. 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 law, 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 purpose or to such organization or organizations as said Court shall determine, which are organized and operating exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 4<sup>th</sup> day of December, 2007.

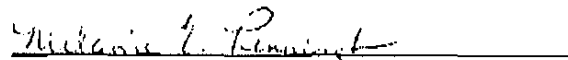
  
William F. Spann  
Incorporator

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing Articles of Incorporation of Grand Lagoon National Foundation, Inc., was acknowledged before me this 4<sup>th</sup> day of December, 2007, by William F. Spann, who: ☒ is personally known to me; ☐ produced a current Florida driver's license as identification; or ☐ produced \_\_\_\_\_ as identification.

(SEAL)

MELANIE E. PENNINGTON  
Notary Public, State of Florida  
My Comm. Expires August 27, 2010  
Comm. No. DD 565055

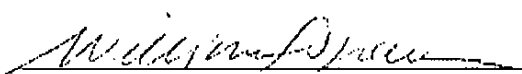
  
Melanie E. Pennington  
(Print Name)

Notary Public  
Commission # DD 565055  
My Commission Expires: 8-27-10

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**ACCEPTANCE OF REGISTERED AGENT  
OF  
GRAND LAGOON NATIONAL FOUNDATION, INC.  
a Florida corporation not for profit**

I having been named as registered agent to accept service of process for Grand Lagoon National Foundation, Inc., a Florida corporation not for profit, at the place designated in these Articles, I hereby acknowledge that I am familiar with, and accept the obligations of that position, and I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

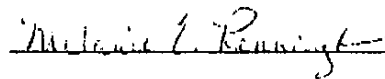
  
William F. Spann  
Registered Agent

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing Articles of Incorporation of Grand Lagoon National Foundation, Inc., was acknowledged before me this 4<sup>th</sup> day of December, 2007, by William F. Spann, who: ☒ is personally known to me; ☐ produced a current Florida driver's license as identification; or ☐ produced \_\_\_\_\_ as identification.

(SEAL)

MELANIE E. PENNINGTON  
Notary Public, State of Florida  
My Comm. Expires August 27, 2010  
Comm. No. DD 565055

  
\_\_\_\_\_  
(Print Name)  
Notary Public  
Commission # DD 565055  
My Commission Expires: 8-27-10

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