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MCDONALD FLEMING

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2008 JAN 31 A 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

FRIENDS OF THE COMMUNITY MARITIME PARK, INC.

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ARTICLES OF INCORPORATION
OF
FRIENDS OF THE COMMUNITY MARITIME PARK, INC.
A FLORIDA CORPORATION NOT FOR PROFIT

FILED
2008 JAN 31 A 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation not for profit under the provisions of Chapter 617, Florida Statutes, adopts the following articles of incorporation for such corporation:

ARTICLE I - NAME AND ADDRESS

The name of this corporation is Friends of the Community Maritime Park, Inc., and its address shall be 945-4C West Michigan Avenue, Pensacola, FL 32505.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing upon filing of these articles of incorporation.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in exclusively charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"). In furtherance of such charitable purposes, the corporation will operate in connection with the Community Maritime Park Associates, Inc., related to the development of the Vince J. Whibbs, Sr. Community Maritime Park.

ARTICLE IV - MEMBERSHIP

This corporation shall have no members.

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ARTICLE V - AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Trustees is subject to this reservation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 25 W. Government Street, Pensacola, Florida 32502, and the name of this corporation's initial registered agent is Stephen R. Moorhead.

ARTICLE VII - INCORPORATOR AND TRUSTEES

The names and addresses of the incorporator and the initial trustees of the corporation are:

Incorporator: Stephen R. Moorhead
25 West Government St.
Pensacola, FL 32502

Trustees: Kenneth E. Lamb
945-4C West Michigan Avenue
Pensacola, FL 32505

Michael Bates
7179 Printers Alley
Milton, FL 32583

Ellen Hoefer
110 East Garden Street
Pensacola, FL 32502

Glenn C. Obertubbesing
945-4C West Michigan Avenue
Pensacola, FL 32505

Kathlyn M. White
25 West Government St.
Pensacola, FL 32502

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ARTICLE VIII – BOARD OF TRUSTEES

The corporation shall be managed by a Board of Trustees. The Board shall have no fewer than three (3) trustees. If any of the trustees are unable to serve, the existing trustees shall appoint a successor trustee.

ARTICLE IX- OFFICERS

The corporation shall have such officers as the Board of Trustees of the corporation shall deem necessary in its discretion.

ARTICLE X- RESTRICTIONS

A. This corporation does not contemplate pecuniary gain or profit to its trustees or officers, and no part of any net earnings of the corporation shall inure to the benefit of any director, officer or other individual; however, nothing herein shall prohibit the corporation from paying its officers and directors reasonable compensation for services rendered to or for the corporation, nor from reimbursing its directors and officers for all expenses reasonably incurred in performing services rendered to or for the corporation.

B. All of the property of this corporation is and shall be irrevocably dedicated to charitable, scientific, literary or educational purposes, and in the event of a dissolution of this corporation, the assets shall be distributed to one or more organizations which are organized and exist exclusively for educational, scientific, charitable or literary purposes and that qualify for exemption from federal income tax under the provisions of §501(c)(3) of the Internal Revenue Code of 1986, as amended, or to the United States of America, the State of Florida, the County of Escambia, State of Florida or other local government. In no event shall the assets or the property of the corporation, or the proceeds of any of such assets or property, upon dissolution, go or be distributed to the corporation's trustees [unless such trustee qualifies as an organization

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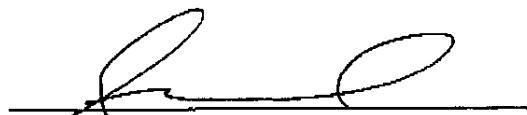
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described under the provisions of § 501(c)(3) of the Internal Revenue Code of 1986, as amended], either for reimbursement of any sums subscribed, donated or contributed by such trustee, or for any other purpose, other than as provided in Paragraph A of this Article.

ARTICLE XI- INDEMNIFICATION

This corporation shall indemnify its directors and officers, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Not-For-Profit Corporation Act and the Florida Business Corporation Act from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by such acts, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors, personal representatives and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 30th day of January, 2008.

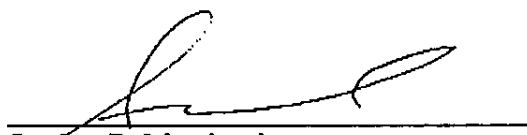

Stephen R. Moorhead

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Stephen R. Moorhead, do hereby accept the appointment as registered agent for Friends of the Community Maritime Park, Inc., as set forth in its articles of incorporation being filed simultaneously herewith. I am familiar with and accept the duties and obligations of such designation.


Stephen R. Moorhead

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