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FROM: LOZIER THAMES FRAZIER SPENCER SCHLETER

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Florida Department of State

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

Partners For Pensacola, Inc.

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ARTICLES OF INCORPORATION
OF
PARTNERS FOR PENSACOLA, INC.
A Non-Profit Corporation

2008 MAR 19 A 10:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is PARTNERS FOR PENSACOLA, INC.

ARTICLE II - DURATION

This corporation shall commence on the date of execution hereof, provided these Articles are filed with the Florida Department of State within five (5) business days thereafter, or if not, the date of said filing, and shall continue to exist perpetually.

ARTICLE III - PURPOSE

(1) The purpose for which PARTNERS FOR PENSACOLA, INC. is organized and the objective to be carried on and promoted by it are all purposes, objectives, and activities permitted for a tax-exempt organization as defined by Section 501(c) of the Internal Revenue Code of 1986, as amended, and all other purposes and objectives incidental thereto. The specific purpose, although not a limitation, is to promote the economic, social, business, cultural, trade, industrial, commercial, residential, and physical enhancement, redevelopment, rehabilitation, and growth of the downtown Pensacola, Florida, community and surrounding areas.

(2) Other purposes for which the corporation is organized are to receive and maintain 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

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exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c) of the Internal Revenue Code and Regulations issued pursuant thereto as they exist or as they may hereinafter be amended.

(3) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director, Trustee, or Officer of the corporation or any Member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes and except that such earnings may be used when the primary focus of such use is to directly meet the purposes and objectives stated in paragraphs (1) and (2) above), and no Director or Officer of the corporation, or any Member or private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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. Further, the corporation shall not: attempt to influence the outcome of any public election; carry on any voter registration drive; or make a grant to any person for any non-charitable purpose.

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

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

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

(7) 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 provision of any subsequent federal tax laws.

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

(9) 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 by an organization exempt from taxation under Section 501(c) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

(10) Upon the dissolution of the corporation, the Board of Directors (Trustees) shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation, or to such organization or organizations organized or operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time be qualified as an exempt organization or organizations under Section 501(c) or 170(c) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), all in such

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manner as the Board of Directors (Trustees) shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court 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.

ARTICLE IV - DIRECTORS

There shall be at least twelve (12) members of the Board of Directors (also known as Trustees) of the corporation. The number of Directors may be increased from time to time as provided in the Bylaws and qualification and eligibility for service on the Board shall be as set forth in the By-Laws. Directors, other than the initial Board, shall serve for three-year staggered terms so that each year one third (1/3) of the members of the Board of Directors are newly elected. One-third (1/3) of the Board of Directors shall serve for a three (3) year term, one-third (1/3) of the Board shall serve for a two (2) year term, and one-third (1/3) of the Board shall serve for a one (1) year term. Any increase in the number of Directors shall be allocated one for one in rotation across each of the aforesaid terms beginning with the three (3) year term and ending with the one (1) year term until said increase is fully allocated. Any decrease in the number of Directors shall be allocated one for one in rotation across each of the aforesaid terms beginning with the one (1) year term and ending with the three (3) year term until said decrease is fully allocated. The Board shall have the authority, by majority vote to designate committees consisting of two (2) or more persons, who may or may not be Directors and may delegate to such committee or committees all such authority of the Board that the Board deems desirable, except that no such committee or committees, unless specifically so authorized by the Board, shall have and exercise the authority of the Board to adopt, amend, or repeal the Bylaws or these

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Articles of Incorporation or to fill any vacancies in the Board or to fill any vacancies in the said committee. Any such committees and members thereof shall serve at the pleasure of the Board subject to the terms of the resolution establishing such committee. The names and addresses of the persons who are to serve as the initial Directors (Trustees) until such time as their successors are elected are as follows:

<u>Name</u>	<u>Address</u>
Dan Lozier	24 W. Chase Street, Pensacola, FL 32502
Sandra J. Ward	224 E. Garden Street, Pensacola, FL 32502
Corbett Davis, Jr.	26 Palafox Place, Pensacola, FL 32502
M. Blaise Adams	201 N. Palafox Street, Pensacola, FL 32502
Burney Merrill	226 Palafox Place, Pensacola, FL 32502

New board members shall be elected by majority vote of the Board of Directors.

ARTICLE V - MEMBERSHIP

The corporation is formed on a non-stock basis. Membership is governed by the By-Laws and shall be open to any person interested in furthering, promoting, or advancing the purposes for which the corporation is formed.

ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office, principal office, and mailing address of the corporation shall be located at 24 West Chase Street, Pensacola, Florida 32502. The initial registered agent of the corporation at that address shall be Daniel R. Lozier.

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ARTICLE VII - INCORPORATORS

The names and address of the subscribers to these Articles of Incorporation are:

Daniel R. Lozier
24 West Chase Street
Pensacola, FL 32502

ARTICLE VIII - OFFICERS

Section 1. The officers and agents of the corporation shall be a President, a Vice President and a Secretary / Treasurer and any such other officers or agents as may be provided in the Bylaws or appointed and authorized by the Trustees.

Section 2. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-laws.

ARTICLE IX - BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be by 2/3 vote of the entire Board of Directors, provided, however, that the Board of Directors shall not have the power to adopt, alter, amend or repeal Bylaws if such action would be inconsistent with the charitable purposes and objectives for which the corporation is formed, and no Bylaws shall be adopted which are inconsistent with these Articles or applicable laws, rules, and regulations binding upon tax-exempt organizations. Amendments to the Bylaws or to these Articles may be proposed by the Members or by any member of the Board of Directors, but no proposed amendments shall become effective until approved by a 2/3 vote of the entire Board of Directors.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law by a 2/3 vote of the entire Board of Directors, and shall be amended from time to time as required in

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order to qualify and preserve the qualification of the corporation as a tax-exempt organization within the meaning of applicable law, including the Internal Revenue Code of 1986, as amended.


DANIEL R. LOZIER, Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 19th day of March, 2008, by Daniel R. Lozier, who (☒) is personally known to me or who () has produced a driver's license as identification and has not taken an oath.




NOTARY PUBLIC

Commission No. DD 587303

My Commission Expires: 6-25-2010

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ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

I, the undersigned, being the person named as the Registered Agent of PARTNERS FOR PENSACOLA, INC., a Florida corporation, hereby certify that I am familiar with the obligations provided for in Florida Statutes Chapter 607.0505 and hereby accept the appointment of Registered Agent and hereby accept said obligations.

DATED this the 19th day of March, 2008.


DANIEL R. LOZIER

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 19th day of March, 2008, by Daniel R. Lozier, who (✓) is personally known to me or who () has produced a driver's license as identification and has not taken an oath.




NOTARY PUBLIC

Commission No. DD 587303

My Commission Expires: 6-25-2010

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