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FREDERICK J. GANT

ATTORNEY AND COUNSELOR AT LAW

FREDERICK J. GANT 'Florida & Alabama Bar **322 WEST CERVANTES STREET** POST OFFICE BOX 12322 PENSACOLA, FLORIDA 32591 (850) 433-3230 FAX (850) 434-8158

September 15, 2008

Secretary of State State of Florida Tallahassee, Florida 32301

> Re: Articles of Incorporation for Pensacola Team Racing Against Alcohol and Drug Abuse, Inc.

Dear Madam/Sir:

Enclosed please find the Articles of Incorporation to be filed along with our check in the amount of \$78.75 for the above matter. Once the document is filed, please return it to this office.

If you have any questions, please contact our office.

Sincerely,

Paralegal to Fred Gant

tlr@allbrittongant.com

/tlr enclosures

ARTICLES OF INCORPORATION

OF THE

PENSACOLA TEAM RACING AGAINST ALCOHOL AND DRUG ABUSE A FLORIDA NON PROFIT CORPORATION

ARTICLE ONE.

The name of the corporation is PENSACOLA TEAM RACING AGAINST ALCOHOL AND DRUG ABUSE, INC.

ARTICLE TWO. STATEMENT OF CORPORATE NATURE

This is a non-profit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

ARTICLE THREE. GENERAL AND SPECIFIC PURPOSES

This is a non-profit corporation organized solely to organize and participate in activities designed to help youth say away from alcohol, drugs and otherwise prevent the abuse of alcohol and drugs and promote youth activities in general. Purpose for which this corporation is formed are the operate exclusively for such purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that code. This corporation shall not as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation nor shall it participate or intervene by publication or distribution of any statements or otherwise in any political campaign on behalf of 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 (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) 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.

ARTICLE FOUR. TERM

This corporation shall have a perpetual existence.

ARTICLE FIVE. MEMBERSHIP

Membership in this organization shall be open to all. This is an equal membership opportunity organization. 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 collection thereof, shall be set forth in the bylaws.

ARTICLE SIX. SUBSCRIBERS

The names and residence addresses of the subscribers of this corporation are as follows:

1. William N. Green
5105 North Palafox Street
Pensacola, Florida 32501

ARTICLE SEVEN. LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT

The County in the State of Florida where the principal office for the transaction of the business of this corporation is to be located is 5105 North Palafox Street, Pensacola, Florida 32501, County of Escambia.

The name and address of this corporation's registered agent is William N. Green, 5105 North Palafox Street, Pensacola, Florida 32501; and his mailing address is the same.

ARTICLE EIGHT. MANAGEMENT OF CORPORATE AFFAIRS

Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be not less than six (6); provided, however, that such number may be changed by a bylaw duly adopted by the members.

Any action required or permitted to be taken by the board of

directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous written consent of the board of trustees without a meeting and that the articles of incorporation and bylaws of this corporation authorize the trustees to so act. Such a statement shall be prima facie evidence of such authority.

Management of the corporate affairs and procedures shall be based upon the Bylaws of PENSACOLA TEAM RACING AGAINST ALCOHOL AND DRUG ABUSE, INC. so long as said doctrine and custom are not in violation of Florida Law.

The names and addresses of such first members of the board of directors are as follows:

Corporate Officers. The board of directors shall elect the following officers: President, Vice President, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer and such other officers as the bylaws of this corporation may authorize the membership to elect from time to time. Initially, such officers and directors shall be elected at the first annual meeting of the corporation. Until such election is held, the following persons

shall serve as corporate officers:

President Charlie Brye

827 Lake Aire Drive

Pensacola, Florida 32506

Vice President Terry Donson

7816 Oak Forest Place Pensacola, Florida 32514

Secretary Patricia Green

425 North E Street, #A Pensacola, Florida 32501

Assistant Secretary Howard English

500 E. Fairfield Drive, Lot 9

Pensacola, Florida 32503

Treasurer Ronnie Howell

5522 Glass Drive

Pensacola, Florida 32505

Assistant Treasurer William N. Green

5105 North Palafox Street Pensacola, Florida 32501

ARTICLE NINE. BYLAWS

Subject to the limitations contained in the bylaws, and any limitations set forth in the corporations Not For Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

ARTICLE TEN. DEDICATION OF ASSETS

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 any director, officer, or member thereof, or to the benefit of any private individual, except that the corporation for 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 Three hereof.

ARTICLE ELEVEN. DISTRIBUTION OF

ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ARTICLE TWELVE. AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by the vote of 3/4 of a quorum of members of the corporation.

ARTICLE THIRTEEN. INCORPORATORS

WILLIAM N. GREEN

STATE OF FLORIDA COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared **WILLIAM N. GREEN**, to me well known and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the foregoing Articles for the purposes therein stated.

WITNESS my hand and seal on this 15°

day of September, 2008.



NOTARY PUBLIC
My Commission Expires:

AS REGISTERED AGENT

I, William N. Green, hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation, PENSACOLA TEAM RACING AGAINST ALCOHOL AND DRUG ABUSE,

INC.

5105 North Palafox Street Pensacola, Florida 32501 850-<u>434-9707</u>

Mailing Address: same as above

THIS INSTRUMENT PREPARED BY:

FREDERICK JEROME GANT, ESQUIRE Attorney at Law 322 West Cervantes Street Pensacola, Florida 32501 (850) 433-3230