

N09000000294

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

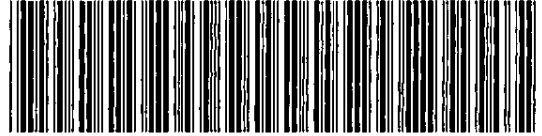
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800138740478

12/11/08--01028--015 \*\*78.75

09 JAN -9 PM 4: 57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

VH  
11-18-55310

Anne Bennett  
P.O. 3571 Pensacola, FL 32516  
(850) 456-5620 • (850) 432-5209 • (850) 207-6065

December 8, 2008

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** The Perdido Watershed Eco-tourism Project, Inc.

To Whom It May Concern:

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for \$78.75 (Filing fee and Certificate of Status). We expect to file for 501(c)(3) status in the near future.

Please do not hesitate to contact me with any questions or comments you might have. The best number to reach me at during the day is my cell number listed above.

Sincerely,



Anne Bennett

Enclosures: Check  
Two (2) copies of Articles of Incorporation



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 12, 2008

ANNE BENNETT  
P.O. BOX 3571  
PENSACOLA, FL 32516

SUBJECT: THE PERDIDO WATERSHED ECO-TOURISM PROJECT, INC.  
Ref. Number: W08000055310

We have received your document for THE PERDIDO WATERSHED ECO-TOURISM PROJECT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Florida law requires the street address of the principal office and, if different the mailing address of the entity. A post office box is not acceptable for the principal office.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

The registered agent must sign accepting the designation.

You must list at least one incorporator with a complete business street address.

An effective date **may** be added to the Articles of Incorporation **if a 2009 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Herring  
Regulatory Specialist II  
New Filing Section

Letter Number: 108A00060257

**ARTICLES OF INCORPORATION  
OF  
THE PERDIDO WATERSHED ECO-TOURISM PROJECT, INC.**

We, the undersigned, with other persons being desirous of forming a corporation not for profit, for charitable, philanthropic and educational purposes, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

**ARTICLE I: NAME AND PRINCIPLE OFFICE**

The name of the Corporation shall be the **Perdido Watershed Eco-tourism Project, Inc.** and the street address of the initial principal office of the corporation is 7622 Pontiac Drive, Pensacola, FL 32506.

**ARTICLE II: PURPOSE**

The purposes for this corporation shall be organized as such:

(a) The general nature of the objects and purposes of this cooperation shall be to advocate and educate for the preservation of the Perdido waterfront and surrounding wetlands. The purpose is to create hiking, biking and canoeing trails with camping sites down the Perdido River Watershed and to connect them to the Florida Trails.

(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 Article Third hereof. The corporation shall not participate in, or intervene in (including the publishing 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 (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.

APPROVED  
AND  
FILED  
09 JAN -9 PM 4:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(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 (A) 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 (B) 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.

### **ARTICLE III: MEMBERSHIP**

The membership of this corporation shall constitute all persons herein after named as subscribers and such other persons as, from time to time hereafter, may become members, in the manner provided in the bylaws.

#### **ARTICLE IV: TERMS OF EXISTENCE**

This corporation is to exist perpetually.

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

The affairs of this corporation shall be managed by a Board of Directors. The board of directors shall be members of the Corporation. Members of the Board of Directors shall be elected and hold office in accordance with the bylaws. 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 10 members, but in no event shall the entire Board consist of less than (3) Directors. Each Director shall be natural persons who are 18 years of age or older.

The initial Board of Directors and Officers are Anne B. Bennett, President, Mary Gutierrez, Vice-President, Charles Fairchild, CPA, Treasurer, Andrea Rockwell, Secretary, with the potential for additional members as approved by the Board.

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office shall be 7622 Pontiac Drive Pensacola, Florida 32506, and the name of the initial registered agent of this corporation at that address shall be Anne Bennett.

#### **ARTICLE VII: DISTRIBUTION AND DISSOLUTION**

Upon the dissolution of the corporation, 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 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 VIII: AMENDMENTS**

These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose by a two-thirds (2/3) vote of those present. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the bylaws of intention to submit such amendments.

**ARTICLE IX - BYLAWS**

The bylaws of the corporation are to 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 have executed these Articles of Incorporation on the 5<sup>th</sup> day of Jan., 2009.

Mary F. Gutierrez  
Mary F. Gutierrez, Incorporator  
4081 E Olive Road, Suite A  
Pensacola, FL 32514

**REGISTERED AGENT ACCEPTANCE**

I hereby accept the foregoing designation as registered agent of Perdido Watershed Eco Tourism Project, Inc. Further, I am familiar with and accept the duties and obligations of such designation.

Anne B. Bennett  
Anne B. Bennett, Registered Agent

Mailing address:  
PO Box 3571  
Pensacola, FL 32576

09 JAN -9 PM 4:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED