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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**LEADERSHIP PENSACOLA ALUMNI ASSOCIATION, INC.**

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ARTICLES OF INCORPORATION

of

LEADERSHIP PENSACOLA ALUMNI ASSOCIATION, INC.

(A Corporation Not for Profit)

The undersigned, acting as the incorporator of a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

Article I  
Name

The name of the Corporation shall be LEADERSHIP PENSACOLA ALUMNI ASSOCIATION, INC. (hereinafter called the "Corporation").

Article II  
Duration

The duration of the Corporation is perpetual.

Article III  
Principal Office

The principal place of business and mailing address of the Corporation, located in Escambia County, Florida, shall be:

2225 Inverness Drive  
Pensacola, FL 32503

Article IV  
Purposes

The purposes and power for which the Corporation is organized are as follows:

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Section 1. Said Corporation is organized to perform activities within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (hereinafter, collectively the "Code"), specifically including but not limited to the following:

*The Corporation is organized to (i) act as a leader for the improvement of the economy of Pensacola, Florida, (ii) generally promote the interest of local trade and increase the commercial viability of Pensacola, Florida, (iii) promote the social fellowship and interrelationships of individuals who have graduated from Leadership Pensacola ("LeaP"), a local business leadership development program sponsored by the Pensacola Bay Area Chamber of Commerce, Inc., a Florida not for profit corporation registered as a Code Section 501(c)(6) organization, (iv) generally promote the welfare, development and advancement of LeaP, and (v) generally promote and support the welfare, development and advancement of the Youth Leadership Pensacola program ("Youth LeaP"), a local youth leadership development program sponsored by the Corporation. To the extent permitted within the meaning of Code Section 501(c)(6), the Corporation shall serve its members in pursuit of their careers and perpetuate among them an affection for LeaP and Youth LeaP; encourage their support for the programs and future development of such programs; and foster the sense of responsibility among its members to support the Corporation, LeaP and Youth LeaP; and thereby assist in creating the leaders of tomorrow for the Pensacola community.*

Section 2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 herein. 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 publishing or distribution of statements) any political campaign on behalf of or in

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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 by a corporation exempt from federal income tax under Code Section 501(c)(6).

Section 3. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(6), 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, for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated for such purposes.

Article V  
Members

This Corporation shall have members. Such membership shall be open to those individuals who have graduated from the Leadership Pensacola ("LeaP") course of instruction sponsored by the Pensacola Bay Area Chamber of Commerce, Inc.

Article VI

Board of Directors and Manner of Election

Section 1. The affairs of the Corporation and all of its property shall be directed by a Board of Directors numbering not fewer than five (5) elected directors nor more than fifteen (15) elected directors, as may be fixed by the By-Laws. Such directors will be elected as instructed in the By-laws.

Section 2. The Executive Committee shall consist of the President, Vice

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President, Secretary and Treasurer and may be authorized to exercise all or part of the powers and authority of the Board of Directors.

Section 3. The number of directors constituting the initial Board of Directors of the Corporation is nine (9), and the names and addresses of the persons who are to serve as initial directors of the Corporation are as set forth in Article VII.

Article VII  
Initial Directors

The names and addresses of the persons who are the initial directors of the Corporation are as follows:

Judy Gund  
900 North 12<sup>th</sup> Ave.  
Pensacola, FL 32501

Kurt Larson  
2225 Inverness Dr.  
Pensacola, FL 32503

Jennifer Hill  
5111 North 12<sup>th</sup> Ave.  
Pensacola, FL 32504

Charles Bare  
3019 Keats Drive  
Pensacola, FL 32503

Caron Sjoberg  
1110 North Palafox Street  
Pensacola, FL 32501

Rick Emmanuel  
30 South Spring Street  
Pensacola, FL 32502

Danyelle Kennedy-Lantz  
1910 East Mallory Street  
Pensacola, FL 32503

Kristin Fairchild  
840 West Moreno Street  
Pensacola, FL 32501

Kristine Karsten  
5308 Arrowhead Road  
Pensacola, FL 32507

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Article VIII  
Initial Registered Agent and Street Address

The name and Florida street address of the registered agent is:

Kurt Larson  
2225 Inverness Drive  
Pensacola, FL 32503

Article IX  
Incorporator

The name and address of the Incorporator is:

Kurt Larson  
2225 Inverness Drive  
Pensacola, FL 32503

Article X  
Indemnification

The Corporation shall indemnify the members, directors, officers, employees and agents of the Corporation who are involved in any suit, action or proceeding by reason of such person or persons being, or having served at the request of the Corporation as, a member, director, officer, employee, or agent of the Corporation, in the manner provided, and to the maximum extent permitted by the Florida Not For Profit Corporation Act and the Florida Business Corporation Act.

Article XI  
Non-stock Corporation

The Corporation is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the Corporation; provided that, membership in the Corporation may be evidenced by a certificate of membership which shall contain a statement printed prominently on the face of the certificate that the Corporation is a

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corporation not for profit. The Corporation shall not pay dividends, and no part of the income of the Corporation shall be distributed to its members or its past or present directors or officers; provided, however, that the Corporation may reimburse such persons for expenses actually incurred in connection with the exercise of their respective duties for and on behalf of the Corporation. In the event that the Corporation is dissolved according to law, no assets or property of the Corporation shall directly or indirectly be distributed to or inure to the benefit of any past or current director or officer.

Article XII  
By-Laws and Amendments

By-laws of this Corporation will be adopted in the first instance by the first Board of Directors. Amendments to these Articles or to the by-laws shall be formulated by the Board of Directors. Such proposed amendments may then be adopted by the approval of two-thirds of the board present at such annual or special meeting.

Executed this 20<sup>th</sup> day of FEBRUARY, 2009.

  
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Kurt Larson, Incorporator

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR LEADERSHIP PENSACOLA ALUMNI ASSOCIATION, INC., A FLORIDA NOT FOR PROFIT CORPORATION (THE "CORPORATION"), IN THE FOREGOING ARTICLES OF INCORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION OF THE CORPORATION, HEREBY ACCEPTS THE APPOINTMENT AS SUCH REGISTERED AGENT, ON BEHALF OF THE CORPORATION, AND ACKNOWLEDGES THAT HE IS FAMILIAR WITH, AND AGREES TO ACCEPT THE OBLIGATIONS AND RESPONSIBILITIES IMPOSED UPON REGISTERED AGENTS FOR THE CORPORATION AND FURTHER AGREES TO COMPLY WITH ALL THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND TO ACCEPT THE DUTIES AND OBLIGATIONS OF THE FLORIDA STATUTES.

Date: 2/20/09

Kurt Larson  
Kurt Larson, Registered Agent

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