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TALLAHASSEE, FLORIDA

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COVER LETTER

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

SUBJECT: Florida's Great Northwest Deepwater Horizon BP Oil Disaster Recovery Foundation, Inc.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Brian A. Crumbaker, Esq.
Name (Printed or typed)

119 South Monroe St., Suite 300
Address

Tallahassee, FL 32301
City, State & Zip

(850) 222-7500
Daytime Telephone number

BrianC@hgsllaw.com
E-mail address: (to be used for future annual report notification)

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NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
FLORIDA'S GREAT NORTHWEST DEEPWATER HORIZON
BP OIL DISASTER RECOVERY FOUNDATION, INC.**

A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for the Corporation:

**ARTICLE I
Name**

The name of the Corporation shall be Florida's Great Northwest Deepwater Horizon BP Oil Disaster Recovery Foundation, Inc.

**ARTICLE II
Duration**

Corporate existence shall commence on the date these Articles of Incorporation are filed by the Department of State. The duration of the Corporation is perpetual unless dissolved according to law.

**ARTICLE III
Principal Office and Mailing Address**

The principal office and mailing address is 4471 Legendary Drive, Suite 100, City of Destin, County of Okaloosa, Florida 32541.

**ARTICLE IV
Purpose**

The purpose for which the corporation is organized is for charitable and educational purposes to undertake programs, activities, and services to address and combat the harmful impact in the counties of Escambia, Santa Rosa, Okaloosa, Walton, Bay, Gulf and Franklin to the individual county and regional economies as a result of the Deepwater Horizon BP Oil Disaster in the Gulf of Mexico, and to address and serve populations and communities in distress in these counties by creating business and employment opportunities while lessening the burdens of governments through such efforts in the seven counties as:

- (a) receive, administer, and manage funds generated to mitigate and eradicate economic harm caused by the disaster through programs, activities, and services delivered by diverse and appropriate organizations capable of addressing needs and losses resulting from the disaster;

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(b) conducting activities to supplement government economic and job development programs directed at supporting a seven county regional strategy and focus encouraging economic recovery from the disaster through the initiation of expansion, growth, and maturation of businesses directly and indirectly affected by the disaster or that offer the potential for addressing business losses caused by the disaster to recover and enhance employment opportunities and economic private investment throughout the seven county region.

ARTICLE V Sole Member

The Corporation shall have a sole member, namely Florida's Great Northwest, Inc., a Florida not-for-profit corporation. The sole member shall have such rights and powers provided to voting members from time to time by the Act and such duties and responsibilities as are provided in the Bylaws of the Corporation.

ARTICLE VI Registered Office and Registered Agent

The street address of the Corporation's initial registered office shall be 119 South Monroe Street, Suite 300, City of Tallahassee, County of Leon, Florida 32301, and the name of the Corporation's initial registered agent at that address is Brian Crumbaker.

ARTICLE VII Initial Board of Directors

The names and addresses of the four (4) persons who shall serve as the initial Board of Directors of the Corporation are as follows:

Name	Address
Jeff Helms	2401 Executive Plaza Suite 2 Pensacola, FL 32504
John Hutchinson	One Energy Place Pensacola, FL 32520
Kim Bodine	5230 West Highway 98 Panama City, FL 32401
Robert Blackerby	19806 PCB Parkway Panama City Beach, FL 32413

ARTICLE VIII Basis Under Which Corporation Organized

The Corporation is a Not for Profit Corporation as defined by the Florida Not for Profit Corporation Act, section 617.01401, *Florida Statutes*. As such, it is not organized for the pecuniary gain or profit of, and none of the net earnings nor any part thereof is

distributable to, its member(s), Directors, Officers, or other private persons except as specifically permitted under the provisions of the Act.

ARTICLE IX Tax Exempt

It is intended that the Corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, (the "Code"), and an organization described in Section 501(c)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. All references in these Articles to sections of the Internal Revenue Code or Code shall be considered references to the Internal Revenue Code of 1986, as from time to time may be amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE X Management of Corporate Affairs

(a) *Board of Directors.* The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of not less than three (3) Directors. The number of Directors provided for in these Articles may be changed by the Bylaws adopted by the Board of Directors entitled to vote.

(b) *Election of Directors.* The method of electing Directors shall be as set forth in the Bylaws.

(c) *Elective Officers.* The Officers of the Corporation shall be a Chairman, Vice-Chairman, Secretary and Treasurer. Other offices and officers may be established in the Corporation's Bylaws. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing Officers shall be as set forth in the Bylaws.

ARTICLE XI Incorporator

The name and address of the Incorporator is as follows:

Name: Jeff C. Helms
Address: 2401 Executive Plaza Suite 2
Pensacola, FL 32504

ARTICLE XII Earnings and Activities

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 IV hereof. 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 opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity not permitted to be undertaken by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIII

Present Officers

The present Officers of the Corporation, who shall serve until the first election hereunder, are as follows:

Chairman	Jeff Helms
Vice Chairman	John Hutchinson
Secretary	Kim Bodine
Treasurer	Robert Blackerby

ARTICLE XIV

Bylaws

The Bylaws of the Corporation may be made, altered or rescinded by the affirmative vote of a majority of the members of the Board of Directors then serving, provided that a brief description of such proposed action shall have been published in or with the notice of the meeting.

ARTICLE XV

Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by the sole member or one or more of the Board of Directors, and shall be adopted by the affirmative vote of the majority members of the Board of Directors then serving, provided that the sole member shall approve of such amendment(s) before the same may become effective.

ARTICLE XVI

Distribution on Dissolution

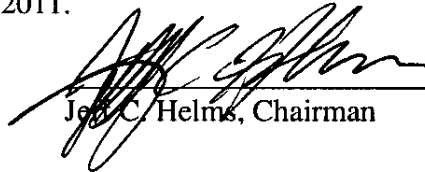
In the event of the dissolution of the Corporation, the Board of Directors, after payment and making provision for the payment of all liabilities of the Corporation, shall distribute remaining assets for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future

federal tax code, or shall distribute the assets 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 XVII
Indemnification

The Corporation shall indemnify each Director and Officer, including former Directors and Officers to the fullest extent provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 25th day of JULY, 2011.



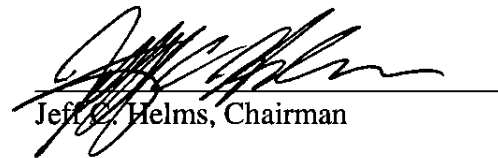
Joe C. Helms, Chairman

**Certificate Designating Place of Business or Domicile
For the Service of Process Within the State, Naming Agent
Upon Whom Process May be Served**

Pursuant to Chapter 48.09, *Florida Statutes*, the following is submitted in compliance with the Act:

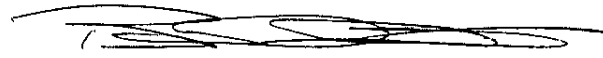
Florida's Great Northwest Deepwater Horizon BP Oil Disaster Recovery Foundation, Inc., a Florida not-for-profit corporation, organized on January 25, 2011, under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation has named Brian Crumbaker located at 119 South Monroe Street, Suite 300, City of Tallahassee, County of Leon, Florida 32301, as its Registered Agent to accept service of process within this State.

**Florida's Great Northwest
Deepwater Horizon BP Oil
Disaster Recovery Foundation,
Inc.**


Jeff L. Helms, Chairman

Acknowledgment:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Brian Crumbaker

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TALLAHASSEE, FLORIDA