

N12000007821

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

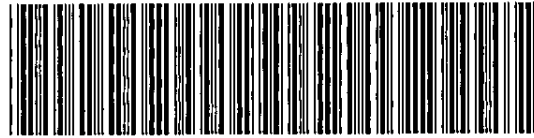
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900238288759

08/13/12--01022--008 **78.75

FILED
12 AUG 13 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: Historic St. Andrews Waterfront Partnership, 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: Robert Rosner
Name (Printed or typed)

803 Jenks Avenue, Suite 1
Address

Panama City, Florida 32401
City, State & Zip

(850) 215-3869
Daytime Telephone number

rrosner@pcgov.org
E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION OF Historic St. Andrews Waterfront Partnership, Inc. A Florida "Not for Profit" Corporation

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

A. NAME OF CORPORATION: The name of the corporation is **HISTORIC ST. ANDREWS WATERFRONT PARTNERSHIP, INC.**, hereinafter referred to as the **HSAWP**, existing under the laws of the State of Florida, as a not-for-profit corporation.

B. PRINCIPAL OFFICE: The principal office of the corporation is located at 1134 Beck Avenue, Panama City, Florida 32401.

C. MAILING ADDRESS: The mailing address of the corporation is 1134 Beck Avenue, Panama City, Florida 32401.

D. REGISTERED AGENT: The name of the registered agent of the corporation is Robert Rosner. The address of this registered agent is 803 Jenks Avenue, Suite 1, Panama City, Florida 32401.

E. DURATION/MEMBERSHIP: The period of duration is perpetual. The qualification for members and the manner of their admission shall be regulated by the bylaws.

F. BOARD OF DIRECTORS: The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

The initial Board of Directors shall be as follows:

Christine Godwin – President 1407 Bayview Avenue Panama City, FL 32401	Loren Smith – Director 3411 West 15 th Street Panama City, FL 32401
Al Kidd – Vice President 729 Brandies Panama City, FL 32405	Erin Pigneri – Director 1607 Louise Avenue Panama City, FL 32401
Lorne Brumm – Treasurer 2204 W. 9 th Street Panama City, FL 32401	Gradi Morgan – Director 416 West 15 th Street Panama City, FL 32401
Alisa James – Director 3001 W. 10 th Street, #414 Panama City, FL 32401	Lena Powell – Director 2500 W. 9 th Street Panama City, Fla. 32401
Charlotte Smith – Director 1010 Beck Avenue Panama City, FL 32401	

G. INCORPORATOR: The name and address of the incorporator is: Robert Rosner, 803 Jenks Avenue, Suite 1, Panama City, Florida 32401.

H. CORPORATE PURPOSES: The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

1. This corporation is formed exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

2. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

3. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

4. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

5. Specifically, the corporation shall exist to:

- A. Revitalize St. Andrews through cooperation of the Panama City CRA
- B. Educate citizens and visitors about the history of St. Andrews
- C. Preserve the historic nature of the area
- D. Program public buildings and spaces in St. Andrews
- E. Promote to the public the cultural heritage of the area
- F. Advocate for public & private partnerships for reinvestment in St. Andrews
- G. Eliminate slum & blight

I. 501(c)(3) LIMITATIONS

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these 7 articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state 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.

2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

4. **LOBBYING AND POLITICAL CAMPAIGNS:** No part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization

recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. "PRIVATE FOUNDATION" PROVISIONS: In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

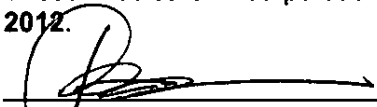
d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

J. INDEMNIFICATION - Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors of administrators) may be entitled apart from this Article.

EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this **2nd day of August, 2012.**


Robert Rosner

REGISTERED AGENT'S

ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for Historic St. Andrews Waterfront Partnership, a Florida not for profit corporation.


Robert Rosner

Date: 8/2/12

12 AUG 13 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA