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| (Requestor's Name)                      |
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SECRETARY OF STATE

9-1412



Benjamin L. Alexander Megan E. Alexander Richard M. Beckish, Jr.\* Melanie A. Essary Charles S. Liberis Christopher K. Ritchie

\*Also Admitted to Alabama

September 11, 2012

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

Re: Escambia County Professional Firefighters Charity, Inc.

Our File No.: 52-05-01

Dear Corporations Division,

Enclosed is an original and one copy of the Articles of Incorporation and a check for \$78.75 for the filing fee and certificate of status for the above referenced non-profit corporation.

If you have any questions please feel free to contact Charles Liberis at the address or phone number listed below, or you can email <a href="mailto:vhinrichs@liberislaw.com">vhinrichs@liberislaw.com</a>.

Sincerely,

Cathy Reynolds Firm Paralegal

/cmr

**Enclosures** 

## ARTICLES OF INCORPORATION

of

# ESCAMBIA COUNTY PROFESSIONAL FIREFIGHTERS CHARITY, INC.

# (A Corporation Not for Profit)

We, the undersigned, with other persons being desirous of forming a corporation for charitable and philanthropic purposes, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

#### **ARTICLE I - NAME**

The name of this corporation is:

ESCAMBIA COUNTY PROFESSIONAL FIREFIGHTERS CHARITY, INC.

# **ARTICLE II - PURPOSES**

Section 1. This corporation is organized exclusively for charitable, educational, literary and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

Section 2. This corporation shall, among other things, provide relief to victims of fires including food, shelter, clothing, medical care and expenses, housing repair, and temporary housing. In addition, the corporation may make contributions to other non-profit corporations which provide similar relief to victims of fire.

# **ARTICLE III - QUALIFICATION OF MEMBERS**

The membership of this corporation shall constitute any and all persons hereinafter named as subscribers and such other persons as, from time to time hereafter, may become members, in the manner provided in the By-laws.

FILED

#### **ARTICLE IV - TERM OF EXISTENCE**

This corporation is to exist perpetually, commencing on the date of acceptance by the Secretary of State of Florida.

#### **ARTICLE V - SUBSCRIBERS**

NAME ADDRESS

Dan Brask 1120 E. Brainerd Street, Pensacola, FL 32503

Brian Chetwynde 7945 Stonbrook Dr., Pensacola, FL 32514

Nick Gradia 5563 Chantilly Circle, Milton, FL 32583

Dan Kunz 4080 Powerie Drive, Pensacola, FL 32504

# **ARTICLE VI - OFFICERS**

Section 1. The officers of the corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as may be provided in the By-Laws.

Section 2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Trustees are:

<u>OFFICE</u> NAME

President Dan Brask

Vice President Brian Chetwynde

Secretary Nick Gradia

Treasurer Dan Kunz

Section 3. The officers shall be elected at the annual meeting of the Board of Trustees or as provided in the By-Laws.

#### **ARTICLE VII - BOARD OF TRUSTEES**

Section 1. The business affairs of this corporation shall be managed by the Board of Trustees. This corporation shall have three (3) trustees initially. The number of trustees may be increased or decreased from time to time, by the By-Laws, but shall never be less than three (3) no more than eleven (11).

Section 2. The Board of Trustees shall be members of the corporation.

Section 3. Members of the Board of Trustees shall be elected and hold office in accordance with the By-Laws.

Section 4. The names and addresses of the persons who are to serve as trustees for the ensuing year, or until the first annual meeting of the corporation, are:

NameAddressDan Brask1120 E. Brainerd Street, Pensacola, FL 32503Brian Chetwynde7945 Stonbrook Dr., Pensacola, FL 32514Nick Gradia5563 Chantilly Circle, Milton, FL 32583Dan Kunz4080 Powerie Drive, Pensacola, FL 32504

#### **ARTICLE VIII - BY-LAWS**

Section 1. The Board of Trustees of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purpose as they may deem necessary from time to time.

Section 2. Upon proper notice the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Trustees present at a regular meeting or any special meeting called for that purpose.

# **ARTICLE IX - AMENDMENTS**

Section 1. 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.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the By.Laws, of intention to submit such amendments:

# **ARTICLE X - LOCATION**

The location of this corporation shall be at 6847 N. 9<sup>th</sup> Ave., Suite A #141, Pensacola, County of Escambia, State of Florida, 32504-9312. The corporation may establish other offices within other states and /or other countries.

#### **ARTICLE XI - NON-PROFIT STATUS**

Section 1. 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 II 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 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions

to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 2. Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or to a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Service), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court 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.

Section 3. Monetary and other gifts to the corporation are to be received and held in trust for the accomplishment and purposes of this corporation. The corpus of the trust can be expended only for outlay purposes, and the cost of all operations must be paid from earnings from the funds in trust. Trust fund shall only be invested in United States Government Bonds, United States Guaranteed Securities or comparable high grade bonds of corporations listed upon the New York Stock

Exchange, deposited with banks covered with FDIC insurance, or in savings and loan associations covered by FDIC insurance coverage.

## **ARTICLE XII - POWERS**

Section 1. The Board of Trustees of this corporation may incur obligations, indebtedness and liabilities in the name of the corporation.

Section 2. In order to promote the purposes of the corporation, it may acquire property by grant, gift, purchase, devise or bequest, and hold and dispose of such property as the corporation shall require for the benefit of the members and not for pecuniary profit.

# **ARTICLE XIII - COMMENCEMENT OF EXISTENCE**

At such time as the Articles are accepted by the Secretary of State.

| IN WITNESS WHEREOF, we, the undersigned subscrib                    | oing incorporators, have |
|---|--------------------------|
| hereunto set our hands and seals, thisday of                        | , 2012, for the          |
| purpose of forming this corporation not for profit under laws of th | e State of Florida.      |

DAN BRASK, PRESIDENT

BRIAN CHETWYNDE, VICE PRESIDENT

NIĆK GRADIA, SECRETARY

DAN KUNZ, TREASURER

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 617.023, Florida Statutes, the following is submitted, in compliance with said Act:

First—That Escambia County Professional Firefighters Charity Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Pensacola, County of Escambia, State of Florida has named Charles S. Liberis at 212 W. Intendencia Street, City of Pensacola, County of Escambia, State of Florida, as its agent to accept service of process within this state.

# **ACKNOWLEDGEMENT:**

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

CHARLES S. LIBERIS, (Registered Agent)

# STATE OF FLORIDA COUNTY OF ESCAMBIA

I HEREBY CERTIFY that on this date, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared <u>DAN BRASK</u>, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

| Witness n | ny hand and seal in the State and County last aforesaid this 31 <sup>SL</sup> day 2012. |
|-----------|---|
| 1         | MELANE AND ESTANY   |
| ·<br>1    | th Coden. Expires and 9, 2013 Formulation Commission Expires:                           |
| •         | Bertied Through Stational Helany Asso.  |

STATE OF FLORIDA COUNTY OF ESCAMBIA

I HEREBY CERTIFY that on this date, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared <u>BRIAN CHETWYNDE</u>, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.



STATE OF FLORIDA COUNTY OF ESCAMBIA

I HEREBY CERTIFY that on this date, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared NICK GRADIA, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

Witness my hand and seal in the State and County last aforesaid this μμπ day of Δυμμν , 2012.



Notary Public
My Commission Expires:

# STATE OF FLORIDA COUNTY OF ESCAMBIA

I HEREBY CERTIFY that on this date, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared <u>DAN KNUZ</u>, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

Witness my hand and seal in the State and County last aforesaid this 2 day of 4ugst, 2012.



Notary Public Till 13

My Commission Expires: 5-4-13

STATE OF FLORIDA COUNTY OF ESCAMBIA

I HEREBY CERTIFY that on this date, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared <u>CHARLES S. LIBERIS</u>, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

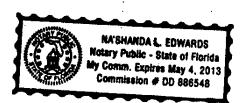
Witness my hand and seal in the State and County last aforesaid this 10th day

of 1310/45t, 2012.

Notary Public

My Commission Expires:

es: 5-4-13



12 SEP 13 PH 4: 35
SECRETARY OF STATE
ALLAHASSEE BY MERCELLAND