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ROBERT B. BENNETT
WARREN K. SPONSLER *
GWEN G. JACOBS
DAVID W. ADAMS +
JENNIFER A. SIMON

* ALSO ADMITTED IN GEORGIA
+ BOARD CERTIFIED IN LABOR
AND EMPLOYMENT LAW

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LAKELAND
FORT MYERS

JAN S. STOUT
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KAREN E. FERGUSON
ZACHARY J. GLASER
KEVIN M. HAMMER
DAVID A. HAYES
VANESSA J. JOHNSON
JANELLE G. KOREN
CHAD M. SWEETING

October 9, 2013
Via FedEx

Department of State
Division of Corporations
Clifton Building
2661 Executive Center
Tallahassee, Florida 32301

RE: Park Alliance, Inc. - General Corporate File
SBJA File No.: 2013-13853

Ladies and Gentlemen:

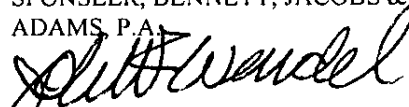
Enclosed please find the following documents:

1. Original and one copy of the Articles of Incorporation of Park Alliance, Inc., and
2. A check for \$78.75 payable to "Division of Corporations".

Please do the following:

1. File the original Articles of Incorporation, prepare a certified copy of same, and send the certified copy to the undersigned by regular mail in the enclosed self-addressed, stamped envelope provided for that purpose, and
2. If you have any questions or further requirements with respect to these enclosures, please retain them pending your immediate telephonic contact with the undersigned.

Thank you for your attention to this matter.

Sincerely,
SPONSLER, BENNETT, JACOBS &
ADAMS, P.A.

John F. Wendel

JFW:jad/A54BBA1D29C66326
enclosures

cc: Anna Adkins (with enclosure)
Tori Lehman, CPA (with enclosure)

REPLY TO: LAKELAND

TAMPA POST OFFICE BOX 3300 • TAMPA, FLORIDA 33601 • PHONE: 813 272.1400 • FAX: 866 844 4703
ATLANTA 1230 PEACHTREE STREET, NE, SUITE 1900 • ATLANTA, GA 30309 • PHONE: 404-942-2550 • FAX: 404-942-2551
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FORT MYERS 13180 NORTH CLEVELAND AVENUE, SUITE 321 • NORTH FORT MYERS, FLORIDA 33903 • PHONE: 239 656 8617 • FAX: 239 656 8618

WWW.SPONSLERBENNETT.COM

**ARTICLES OF INCORPORATION
OF
PARK ALLIANCE, INC.**

The undersigned incorporator, to form a corporation not for profit under the Florida Not For Profit Corporation Act, Chapter 617, *Florida Statutes*, hereby adopts the following Articles of Incorporation.

**ARTICLE I.
NAME**

The name of the corporation is **PARK ALLIANCE, INC.**

**ARTICLE II.
COMMENCEMENT OF CORPORATE EXISTENCE**

The existence of the corporation shall commence on October 10, 2013.

**ARTICLE III.
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office of the corporation and the mailing address of the corporation is 4265 US Highway. 98 North, S-573, Lakeland, Florida 33809

**ARTICLE IV.
PURPOSES**

The corporation is organized and shall operate exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future Internal Revenue Code. Consistent with such limitations, the purposes of the corporation shall be to create, build, endow, and maintain parks and parklands for the enjoyment and pleasure of all; which such parks and parklands shall be dedicated to the recognition, preservation, and remembrance of our national history and its legacies and our quest for peace, liberty, and freedom.

**ARTICLE V.
MEMBERS**

The corporation shall not be obligated or required to have any members. Nonetheless, should the board of directors of the corporation determine that the corporation shall have members, the method of selecting and admitting members, the criteria for membership, the

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classification of members, the designation of such class or classes of members, the qualifications, limitations, and rights of the members of each class, the quorum and voting requirements for meetings and activities of members, and the notice requirements sufficient to provide notice of meetings and activities of members shall be as set forth in the Bylaws of the corporation.

ARTICLE VI. BOARD OF DIRECTORS

The business and property of this corporation shall be managed solely and exclusively by a board of directors which shall have full control over the affairs of the corporation and shall be authorized to exercise all of its corporate powers. The board of directors shall carry out the purposes of the corporation in compliance with the Articles of Incorporation and the bylaws of the corporation. The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than three (3) nor more than nine (9), and shall always be a number that is divisible by three (3), with the exact number of directors to be fixed from time to time by a resolution of the board of directors. The board of directors shall be comprised of three (3) classes of equal number which three (3) classes shall be designated Class I, Class II, and Class III, respectively, whose respective terms shall expire at the first (the 2014 annual meeting of the board of directors of the corporation), the second (the 2015 annual meeting of the board of directors of the corporation), and the third (the 2016 annual meeting of the board of directors of the corporation) next following annual meetings of the board of directors of the corporation. All of such directors shall be elected by the board of directors of the corporation. Upon the expiration of the term of each member of the board of directors, the board of directors shall elect a director to fill such vacant position. Each successor director and all subsequent directors shall serve for a term of three (3) years and shall hold office until his or her successor shall have been elected and qualified. The board of directors shall elect directors to replace those directors whose terms have expired and shall fill any vacancies caused by a director's death, incapacity, resignation, or removal from office. Each director elected to fill any vacancies caused by a director's death, incapacity, resignation, or removal shall serve for the balance of the term of the director replaced. Directors shall not be compensated for the performance of their duties as directors, but may be reimbursed for expenses incurred in the performance of their duties as directors in accordance with the bylaws of the corporation. The board of directors shall, by two-thirds (2/3rds) vote, have the right to remove, but only for or with cause, any director and to replace any director so removed.

ARTICLE VII. OFFICERS

The officers of the corporation shall consist of a president, a vice president, a secretary, and a treasurer, and such other officers as the board of directors, from time to time and at any time, shall deem necessary. Any two (2) or more offices may be held by the same person. All

officers shall be elected by the board of directors of the corporation annually at the annual meeting of the board of directors of the corporation. Officers (including an officer who is also a member of the board of directors of the corporation) may be compensated for the performance of his or her duties as an officer as determined by the board of directors of the corporation. Officers may be reimbursed for expenses reasonably and necessarily incurred in the performance of their duties as officers as determined by the board of directors of the corporation. The board of directors of the corporation shall, by majority vote, have the right to remove, with or without cause, any officer and to replace any officer so removed.

ARTICLE VIII. LIMITATIONS AND PROHIBITED ACTIVITIES

The corporation shall be bound by the following:

A. No part of the net earnings of the corporation shall inure to the benefit of any member, director, or officer of the corporation, nor to the benefit of any private individual or entity;

B. The corporation shall have no power to engage in any act or activity prohibited to corporations which are exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding Section of any prior or future Internal Revenue Code;

C. In the event of the dissolution of the corporation, the residual assets of the corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal Revenue Code, or to the federal or to a state or local government for public purposes exclusively;

D. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation; and

E. The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

**ARTICLE IX.
INDEMNITY OF DIRECTORS AND OFFICERS**

The corporation may indemnify any director or any officer for any acts or alleged acts committed or allegedly committed by such director or officer while serving in his or her capacity as a director or as an officer of the corporation to the extent permitted by Florida and federal law.

**ARTICLE X.
BYLAWS**

The Bylaws of the corporation shall be adopted, altered, amended, repealed, or revised only by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present.

**ARTICLE XI.
INITIAL REGISTERED AGENT**

The name and street address of the initial registered agent of this corporation is John F. Wendel, 5304 South Florida Avenue, Lakeland, Florida 33813.

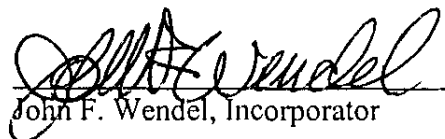
**ARTICLE XII.
INCORPORATOR**

The name and address of the sole incorporator of this corporation is John F. Wendel, 5304 South Florida Avenue, Lakeland, Florida 33813.

**ARTICLE XIII.
AMENDMENTS TO
ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended or restated only by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation on this 9th day of October, 2013.


John F. Wendel, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, John F. Wendel, having been named to serve as registered agent for **PARK ALLIANCE, INC.**, do hereby accept such office and agree to conduct myself therein according to law. I am familiar with, and accept, the obligations of such office.

DATED this 9th day of October, 2013.


John F. Wendel, Registered Agent

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