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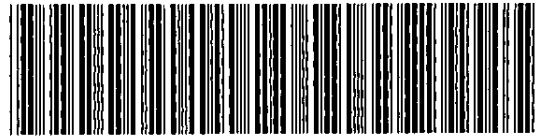
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JAMES M. WEBER
CHARLES T. WIGGINS
JOHN R. ZOESCH III



BEGGS & LANE^{RLLP}
ATTORNEYS and COUNSELLORS at LAW
SINCE 1883

POST OFFICE BOX 12950
PENSACOLA, FL 32591-2950
TELEPHONE (850) 432-2451
FAX (850) 469-3331

W. SPENCER MITCHEM
OF COUNSEL

E. DIXIE BEGGS
1908 - 2001

BERT H. LANE
1917 - 1981

February 12, 2014

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 322301

RE: "Walk-in/will-wait" filing of Articles of Incorporation for Young Men's Christian Association of Pensacola, Inc.

Ladies and Gentlemen:

Please file the enclosed Articles of Incorporation of Young Men's Christian Association of Pensacola, Inc. and provide a certified copy of the filed Articles.

Also enclosed is our check payable to the Department of State in the amount of \$78.75 in payment of the filing fees (\$35.00), the registered agent designation fee (\$35.00), and the certified copy fee (\$8.75).

Very truly yours,

John P. Daniel, Esq.
For the firm

Enclosures

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BEGGS & LANE
PENSACOLA, FLORIDA

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AND
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**ARTICLES OF INCORPORATION
OF
YOUNG MEN'S CHRISTIAN ASSOCIATION OF PENSACOLA, INC.**

STATE OF FLORIDA
WILLIAMSON, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, do hereby make, subscribe, acknowledge, and file these Articles for the purpose of forming a corporation not for profit under the laws of the State of Florida and do hereby certify:

**ARTICLE I
Name**

The name of the corporation shall be "Young Men's Christian Association of Pensacola, Inc." (hereinafter called the "corporation").

**ARTICLE II
Principal place of business and mailing address**

The principal place of business and mailing address of the corporation shall be:

415-B N. Tarragona Street
Pensacola, Florida 32501.

**ARTICLE III
Purposes**

The purpose of the Association is to put Christian principles into practice through programs that build a healthy spirit, mind and body for all. Such programs shall seek to build strong children, families and communities and help individuals and families grow personally, clarify values, improve personal and family relationships, appreciate diversity, become better leaders and supporters and develop special skills for accomplishing personal goals and improving confidence and self-esteem. Such programs may include, without limitation, youth sports, child care, aquatics, camping, recreation, health and fitness, teen leadership, personal improvement, family development, community service and special events. The corporation is organized as a corporation not for profit, exclusively for charitable, religious, educational, and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Further, the corporation may engage in other activities designed or intended to accomplish such purposes. To these ends, the corporation may do and engage in any and all lawful activities and may exercise all other power and authority now or hereafter conferred upon corporations not for profit in the State of Florida and may establish and provide for the conduct and maintenance of Young Men's Christian Association work in Pensacola, Florida, and adjoining areas not already included in the territory of another duly organized local Young Men's Christian Association (other than Young Men's Christian Association of Northwest Florida, Inc.).

ARTICLE IV

Duration

The corporation shall exist perpetually.

ARTICLE V

Membership

The qualifications for members in the corporation and the manner of their admission and removal shall be as regulated by the bylaws of the corporation. The voting rights of the members, if any, shall be as provided in the bylaws of the corporation.

ARTICLE VI

Board of Directors

The business and affairs of the corporation shall be governed by the directors of the corporation. The directors of the corporation shall be elected or appointed, and may be removed, in the manner provided in the bylaws of the corporation. The initial Board of Directors shall consist of the following persons:

Steve Williams
Jon Kagan
Alan Moore
Alan Nickelsen
Kramer Litvak
William V. Phillips, II
John P. Daniel

ARTICLE VII

Bylaws

The bylaws of the corporation shall be adopted by a majority vote of the directors of the corporation. Thereafter, changes in the bylaws may be made only in the manner provided in the bylaws of the corporation.

ARTICLE VIII

Limitation of corporate powers

The corporation may exercise all of the powers described in Sections 617.0302 and 617.0303, Florida Statutes, as amended from time to time, subject to the following exception: the corporation shall not be authorized to use such powers to carry on any activity which is not in furtherance of the exclusive purposes for which it was organized or which is prohibited for a corporation exempt from income tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IX
Initial registered agent and street address

The name and street address of the initial registered agent are:

Michael Bodenhausen
415-B N. Tarragona Street
Pensacola, Florida 32501

ARTICLE X
Net earnings and private inurement

No part of the net earnings, gains, or assets of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 to further the charitable purposes for which this corporation was organized and which are consistent with Section 501(c)(3) of the Internal Revenue Code. 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 relating to, any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE XI
Distribution of corporate assets upon dissolution

In the event of dissolution or final liquidation of the corporation, the board of directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, distribute all the assets of the corporation to Young Men's Christian Association of Northwest Florida, Inc., as long as such corporation shall then be in good standing with YMCA of USA or its successor and shall then qualify as an organization exempt from federal income taxation under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3) of such Code, or, if such corporation does not then meet such requirements, then to one or more of the following categories of recipients as the board of directors of the corporation shall determine:

(a) a nonprofit organization or organizations which may have been created to succeed the corporation, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c) of the Internal Revenue Code or as an organization exempt from federal income taxation under section 501(a) of such Code as an organization described in section 501(c)(3) of such Code; and/or

(b) a nonprofit organization or organizations having similar aims and objects as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each such organizations shall then qualify as a governmental unit under section

170(c) of such Code or as an organization exempt from federal income taxation under section 501(a) of such Code as an organization described in section 501(c)(3) of such Code.

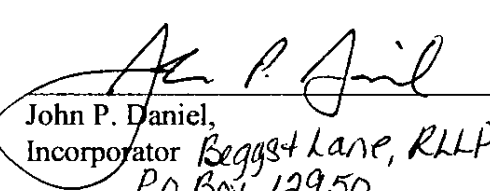
ARTICLE XII
Amendment

These Articles may be added to, amended, altered or repealed at any meeting of the Board of Directors, notice of which shall have referred to the proposed action, by the affirmative vote of two-thirds of the whole Board of Directors, provided that written notice of such amendment(s) shall be given to each Director at least two (2) weeks prior to such meeting.

ARTICLE XIII
Effective Date

These Articles shall be effective as of February 7, 2014.

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation on this 12th day of February, 2014.


John P. Daniel,
Incorporator

Beggs Lane, RLLP
P.O. Box 12950
Pensacola, FL 32591-2950

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 12th day of February, 2014, by John P. Daniel, who is personally known to me.


Signature of Notary Public

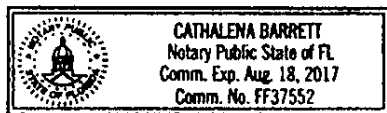
Cathalea Barrett

Name of Notary Printed

My Commission Expires: Aug. 18, 2017

Commission Number: FF37562

(Notary Seal must be affixed)



**CERTIFICATE DESIGNATING REGISTERED OFFICE AND
REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091 and Chapter 617.0501, Florida Statutes, the following is submitted:

Young Men's Christian Association of Pensacola, Inc., desiring to organize under the laws of the State of Florida as a corporation not for profit, with its principal office at 415-B N. Tarragona Street, Pensacola, Florida 32501, has designated Michael Bodenhause as its registered agent and has designated 415-B N. Tarragona Street, Pensacola, Florida 32501, as its registered office, for accepting service of process within the State of Florida.

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated not for profit corporation at the address designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



MICHAEL BODENHAUSEN
Registered Agent

STATE OF FLORIDA
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