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Florida Department of State
Division of Corporations
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Email Address: megan.pratt@pensacola-messhall.org

FLORIDA PROFIT/NON PROFIT CORPORATION
MESS Hall Foundation, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION OF
MESS HALL FOUNDATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

ARTICLE I

The name of the Corporation shall be: MESS Hall Foundation, Inc.

ARTICLE II

The duration of this Corporation shall be perpetual, commencing with the filing of these Articles with the Department of the State of the State of Florida.

ARTICLE III

The Corporation is organized and shall be operated exclusively for charitable, scientific, or educational purposes, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or corresponding sections of any prior or future Internal Revenue Code ("charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code"). 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 not for profit corporations in the State of Florida. The Corporation may undertake any action necessary to further this general purpose including, without limitation, making grants to and otherwise supporting organizations sharing goals consistent with the general purposes expressed herein, provided, however, that such organizations are exempt from federal income tax under Section 501(c)(3) of the Code or are described in Sections 170(c), 170(b)(1)(A), 2055(a) and 2522(a) of the Code. In all events, the Corporation shall distribute the income and principal for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code. Without limiting the generality of the foregoing, the Corporation shall be authorized to:

(a) Promote and support, by donation, loan or otherwise, the interests and purposes described above for the Corporation and other organizations which provide or conduct activities which fall within the category of Section 501(c)(3) and Section 509(a)(1) or Section 509(8)(2) of the Code providing or furthering the purposes described above.

(b) Raise funds for the Corporation and any or all of the organizations described in subparagraph (a) of this Article from the public and from all other sources available and receive and maintain such funds and expend principal and income therefrom in furtherance of these purposes.

(c) Own, lease or otherwise deal with all property, real and personal, to be used in furtherance of these purposes.

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(d) Own or operate facilities or own other assets for public use and welfare in furtherance of these purposes.

(e) Contract with other organizations, for profit and not for profit, with individuals, and with governmental agencies in furtherance of these purposes.

(f) Otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code, in the course of which operation:

(i) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers, or other 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 herein.

(ii) 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 except as authorized under the Code.

(iii) Notwithstanding any other provisions 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 Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV

No power or authority shall be exercised by the Directors, officers or employees of the Corporation in any manner or for any purpose whatsoever which may jeopardize the status of the Corporation as an exempt organization under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE V

The street address of the principal office of the Corporation is 116 N. Tarragona Street, Pensacola, Florida 32502. The street address of the initial registered office of the Corporation is 501 Commendancia Street, Pensacola, Florida 32502. The name of the initial registered agent at such address is Beggs & Lane, a Registered Limited Liability Partnership, Attention: David B. Taylor, III.

ARTICLE VI

(a) The power of this Corporation shall be exercised, its properties controlled, and its affairs conducted by Board of Directors. The initial number of Directors of the Corporation shall be determined in accordance with the Bylaws; provided, however, that such number may not consist of more than thirty (30) Directors or less than eight (8) Directors. The initial Board of

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Directors shall be appointed at a duly called meeting of the Corporation. Thereafter, the Board of Directors shall consist of such persons as may be chosen from time to time in accordance with the Corporation's Bylaws.

(b) The Board of Directors shall elect such officers as the Bylaws of this Corporation may authorize the Directors to elect from time to time. Such officers shall be initially elected at the organizational meeting of the Board of Directors.

ARTICLE VII

The name and address of the incorporator of this Corporation are: David B. Taylor, III, 501 Commendancia Street, Pensacola, Florida 32502

ARTICLE VIII

(a) The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or Director of the Corporation, and may in its discretion indemnify each person who may serve or has served at any time as an employee, against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided, however, that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of the Directors who are not at that time parties to the proceeding. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

(b) No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person. This Article constitutes a contract between the Corporation and the indemnified officers and Trustees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer or Director under this Article shall apply to such officer or Director with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

(c) The Corporation shall purchase and maintain insurance on behalf of any person who is or was a representative of the Corporation, or is or was serving at the request of the Corporation as representative of another foundation, corporation, partnership, joint venture, trust,

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or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the laws of Florida or any other jurisdiction.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

(e) The indemnification contained in this Article VIII shall not constitute a waiver of the protection of Section 617.0834, Florida Statutes, or any other provision of law exonerating officers or directors of Florida not for profit corporations from liability.

ARTICLE IX

The Bylaws of the Corporation may be altered, amended, or repealed, and new bylaws enacted by the voting Directors upon a majority vote. Any proposed amendment to the Bylaws shall be presented in writing to the Board of Directors or approval at the meeting prior to the meeting at which the action is voted upon. The Secretary-Treasurer shall be responsible for preparing notices of the agenda of any meeting. Any amendments of the Bylaws shall be approved by The Pensacola MESS Hall, Inc. Board of Directors.

ARTICLE X

These Articles may be altered, amended, or repealed, and new articles enacted by the voting Directors upon a majority vote. Any proposed amendment to these Articles shall be presented in writing to the Board of Directors for approval at the meeting prior to the meeting at which the action is voted upon. The Secretary-Treasurer shall be responsible for preparing notices of the agenda of any meeting. Any amendments of the Articles shall be approved by The Pensacola MESS Hall, Inc. Board of Directors.

ARTICLE XI

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 one or more of the following categories of recipients as the Board of Directors of the Corporation shall determine:

(a) a nonprofit organization or organization 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 Code or as an organization exempt from federal income taxation under section 501(a) of the Code as an organization described in section 501(c)(3) of the Code; and/or

(b) a nonprofit organization or organizations having similar goals as the Corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or

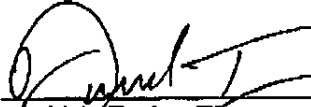
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each such organizations shall then qualify as a governmental unit under section 170(c) of the Code or as an organization exempt from federal income taxation under section 501(a) of the Code as an organization described in section 501(c)(3) of the Code.

Any such residual assets not so disposed of as set forth in paragraphs (a) and/or (b) shall be disposed of by a court of competent jurisdiction in the state in which the principal office of the Corporation is then located, exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code as said court shall determine.

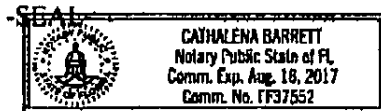
The undersigned, being the Incorporator of this Corporation, for the purposes of forming this not for profit corporation under the Laws of the State of Florida, has executed these Articles of Incorporation on the 22 day of September, 2015.


David B. Taylor, III

STATE OF FLORIDA
COUNTY OF ESCAMBIA

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, David B. Taylor, III, who is personally known to me or who has produced _____ as identification, and known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed, and who did not take an oath.

In WITNESS WHEREOF, I have hereunto set my hand and official seal on this 22nd day of September, 2015.




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