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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Pensacola Cordova Rotary Club Foundation, Inc.**

Certificate of Status	1
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18502-70577



September 15, 2016

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

E-FILE BEGGS & LANE

SUBJECT: PENSACOLA CORDOVA ROTARY CLUB FOUNDATION, INC.  
REF: W16000063917

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

If you have any further questions concerning your document, please call (850) 245-6052.

Sylvia Gilbert  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: H16000228582  
Letter Number: 716A00019768

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**ARTICLES OF INCORPORATION  
OF  
PENSACOLA CORDOVA ROTARY CLUB FOUNDATION, INC.**

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 "Pensacola Cordova Rotary Club Foundation, Inc." (hereinafter called the "corporation").

**ARTICLE II  
Principal Place of Business and Mailing Address**

The principal place of business of the corporation shall be 3401 N. 12<sup>th</sup> Avenue, Pensacola, Florida 32503. The mailing address of the corporation shall be P. O. Box 17694, Pensacola, Florida 32522.

**ARTICLE III  
Purposes**

A. The corporation is organized exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"), including for all such purposes, making distributions to organizations to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of this corporation shall include, but shall not be limited to, raising funds for needy recipients, encouraging education and making donations to charitable organizations.

B. This corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

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1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes of this Articles III.

2. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. 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.

4. If the corporation is, or shall ever be, classified as a "private foundation" as defined in Section 509(a) of the Code, the following provisions shall apply for so long as it remains a private foundation:

(a) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(b) The corporation will distribute its income for each tax 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.

(c) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

(d) The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(e) The corporation will not make any taxable expenditures as defined under Section 4945(d) of the Code.

#### **ARTICLE IV**

##### **Duration**

The corporation shall exist perpetually.

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**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:

Bob Olliff  
Dale Long  
Rick Wright  
Will Dunaway  
Michael Stephens  
Gary Watson  
Dave Hemphill  
Andy Keith  
Mike Idoni  
Marie Adams  
Mike Weaver  
Bruce Caton

**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 Code.

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**ARTICLE IX**  
**Initial Registered Agent and Street Address**

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

G. Robert Olliff, Jr.  
850 S. Palafox Street, Suite 200  
Pensacola, Florida 32502.

**ARTICLE X**  
**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 Pensacola Cordova Rotary Club, Inc., a Florida not-for-profit corporation, as long as such corporation shall then qualify 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, 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 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 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 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.

**ARTICLE XI**  
**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 XII**  
**Effective Date**

The date for commencement of the corporation's existence shall be the date these articles are filed with the Florida Secretary of State.

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**ARTICLE XIII**  
**Indemnification**

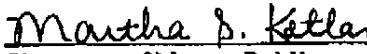
Members, directors, and officers of this Corporation shall, and employees and agents may, be indemnified to the fullest extent permitted by Florida law.

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation on this 13<sup>th</sup> day of September, 2016.

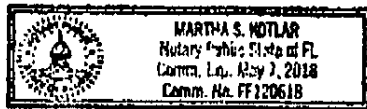
  
JOHN P. DANIEL,  
Incorporator

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of September, 2016, by John P. Daniel, who is personally known to me.

  
Signature of Notary Public

(Notary Seal must be affixed)



Name of Notary Printed \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_  
Commission Number: \_\_\_\_\_

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**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 Section 48.091 and Section 617.0501, Florida Statutes, the following is submitted:

Pensacola Cordova Rotary Club Foundation, Inc., desiring to organize under the laws of the State of Florida as a corporation not for profit, with its principal office at 3401 N. 12<sup>th</sup> Avenue, Pensacola, Florida 32503, has designated G. Robert Olliff, Jr., 850 S. Palafox Street, Suite 200, Pensacola, Florida 32502, as its registered agent and 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.

  
\_\_\_\_\_  
G. ROBERT OLLIFF, JR.  
Registered Agent

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