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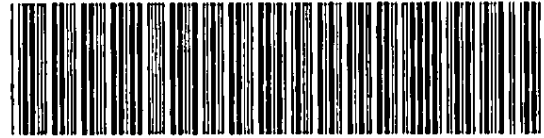
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LITVAK BEASLEY WILSON & BALL
LLP
ATTORNEYS AT LAW

KRAMER A. LITVAK *
ROBERT O. BEASLEY
PAUL A. WILSON†
BRADEN K. BALL, JR.

*ALSO ADMITTED IN ALABAMA
†LL.M. IN TAXATION
*BOARD CERTIFIED TAX ATTORNEY
§BOARD CERTIFIED REAL ESTATE
ATTORNEY

226 East Government Street
Pensacola, Florida 32502
www.lawpensacola.com
TELEPHONE: (850) 432-9818
FACSIMILE: (850) 432-9830

PENNY HENDRIX
PHILLIP A. PUGH §
DEWITT D. CLARK

July 20, 2017

VIA FEDERAL EXPRESS

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

Re: Downtown Pensacola Alliance, Inc./ Non-Profit Business Formation

To Whom It May Concern:

Enclosed please find the following:

1. Articles of Incorporation for filing;
2. Check in the amount of \$70.00 representing the filing fee for the Articles of Incorporation and the Designation of Registered Agent.

Should you have any questions regarding this matter, please do not hesitate to call.

Very truly yours,

A handwritten signature in black ink, appearing to read 'K. Litvak'.

Kramer A. Litvak

KAL/
Enclosures

**ARTICLES OF INCORPORATION
OF
DOWNTOWN PENSACOLA ALLIANCE, INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION**

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FILE
OFFICE OF THE CLERK
STATE OF FLORIDA

The undersigned, acting as an incorporator of a corporation pursuant to Chapter 617 of the Florida Statutes, adopts the following articles of incorporation for the corporation:

Article I. Name

The name of the corporation shall be DOWNTOWN PENSACOLA ALLIANCE, INC.

The principal address of the corporation at the time of incorporation is Seville Tower, Suite 106, 226 S. Palafox Place, Pensacola, Florida 32502.

Article II. Duration

The duration of this corporation is perpetual, unless dissolved according to law. The corporate existence shall commence at on the date these articles of incorporation are filed by the Department of State.

Article III. Purposes

(A) The general purpose for which this corporation is to provide leadership, planning, and promotion of downtown Pensacola, Florida as the premiere urban center of the central Gulf Coast.

(B) The specific purposes for which this corporation is formed are the following:

(1) Serving and promoting the interests of the downtown Pensacola business community and real estate market:

(2) Promoting the implementation of development priorities for downtown Pensacola;

(3) Participating in the development and implementation of downtown master planning efforts;

(4) Creating and promoting downtown cultural and entertainment opportunities;

(5) Supporting downtown residential developments;

(6) Participating in the development of private and public partnerships concerning the downtown Pensacola business improvement district, and

(C) This corporation is formed and shall be operated exclusively as a business league or chamber of commerce, including, for such purposes, the making of distributions to organizations

that qualify as exempt organizations under section 501 of the Internal Revenue Code of 1986, as amended.

(D) This corporation shall have and exercise all powers conferred on not-for-profit corporations under the laws of the State of Florida generally, and specifically as provided in the Florida Not for Profit Corporation Act, provided, however, that this corporation has no power to engage in any activity that is not in furtherance of its purposes as set forth in this Article III.

Article IV. Members

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments shall be as regulated in the bylaws.

Article V. Registered Office and Registered Agent

The street address of the corporation's initial registered office is Seville Tower, Suite 106, 226 S. Palafox Place, Pensacola, Florida 32502, and the name of the corporation's initial registered agent at that address is Curt Morse.

Article VI. First Board of Directors

The following persons shall serve the corporation as director until the first annual meeting or other meeting called to elect directors:

<u>Name</u>	<u>Address</u>
John Peacock	Seville Tower, Suite 106 226 S. Palafox Place Pensacola, Florida 32502
Jim Homyak	Seville Tower, Suite 106 226 S. Palafox Place Pensacola, Florida 32502
Teri Levin	Seville Tower, Suite 106 226 S. Palafox Place Pensacola, Florida 32502
Charlie Switzer	Seville Tower, Suite 106 226 S. Palafox Place Pensacola, Florida 32502
Dee Dee Davis	Seville Tower, Suite 106 226 S. Palafox Place Pensacola, Florida 32502

Article VII. Basis Under Which Corporation Organized

The corporation is a not-for-profit corporation as defined by the Florida Not for Profit Corporation Act, Fla. Stat. § 617.01401. As such, it is not organized for the pecuniary gain or profit of, and none of the net earnings, nor any part thereof, shall be distributable to, its members, directors, officers, or other private persons, except as specifically permitted under the provisions of the Florida Not for Profit Corporation Act.

Article VIII. Management of Corporate Affairs

(A) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The initial board of directors shall consist of three (3) directors. The number of directors provided for in these articles of incorporation may be changed by a bylaw adopted by the board of directors.

(B) Election of Directors. The method of electing directors shall be as set forth in the bylaws.

(C) Elective Officers. The officers of this corporation shall be a president, a vice-president, a secretary, and a treasurer. Other offices and officers may be established or appointed by the board of directors at any regular annual meeting or any special meeting of the board of directors called for such a purpose. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

Article IX. Incorporators

The name and address of the incorporator is Curt Morse, Seville Tower, Suite 106, 226 S. Palafox Place, Pensacola, Florida 32502.

Article X. Bylaws

Bylaws will be adopted at the first meeting of the board of directors. The bylaws may be amended or repealed, in whole or in part, by the directors in the manner provided in the bylaws.

Article XI. Amendment of Articles

These articles of incorporation may be amended or repealed, in whole or in part, by the directors as provided in the bylaws.

Article XII. Prohibited Activities

(A) If this corporation is determined to be a private foundation under Section 509 of the Internal Revenue Code of 1986, as amended (the "Code"), then the corporation shall make any and all distributions and at such times and in such manner as not to subject the foundation to tax

under Section 4942 of the Code and the corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code), from retaining any excess business holdings (as defined in Section 4943(c) of the Code), from making any investments in such manner as to subject the foundation to tax under Section 4944 of the Code, and from making any taxable expenditure (as defined in Section 4945(d) of the Code).

(B) 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 III hereof.

(C) 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 or in opposition to any candidate for public office.

(D) 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article XIII. Distribution on Dissolution

In the event of dissolution, the residual assets of the corporation will be distributed to one or more organizations which themselves are exempt as organizations described in § 501(c)(3) or 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections as subsequently amended, or to the federal, state, or local government to be used exclusively for public purposes.

[SIGNATURE PAGE TO FOLLOW]

In witness, the undersigned incorporator has executed these articles of incorporation on the 20 day of July, 2017.

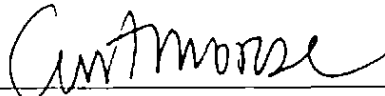


Curt Morse

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Ronald J. Butlin, am familiar with and hereby accept the appointment as Registered Agent for DOWNTOWN PENSACOLA ALLIANCE, INC., as set forth in the Articles of Incorporation filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 20 day of July, 2017.



Curt Morse

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DOWNTOWN PENSACOLA
ALLIANCE, INC.