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Division of Corporations

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Florida Department of State

Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

Palm[®]Ceia Bel Mar Merger Corp., Inc.

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ARTICLES OF INCORPORATION
OF
PALMA CEIA BEL MAR MERGER CORP., INC.

The undersigned, acting as incorporator of a corporation not for profit pursuant to Chapter 617, FLORIDA STATUTES, adopts the following Articles of Incorporation:

ARTICLE I. - Name

The name of this corporation is **Palma Ceia Bel Mar Merger Corp., Inc.**

ARTICLE II. - Initial Principal Office

The initial principal office of this corporation shall be:

3501 San Jose Street
Tampa, Florida 33629

ARTICLE III. - Purposes

The purpose of the corporation is to operate exclusively to promote the charitable, religious, and Christian educational purposes of Palma Ceia Presbyterian Church of Tampa, Florida, Inc., a Florida not for profit corporation, (the "Church") at the direction of the Session of the Church and to operate exclusively for such purposes as will meet the requirements of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or similar provision of any subsequent federal tax law ("Code"). Without limiting the generality of the foregoing, the corporation may acquire and hold title to property, collect the income therefrom and remit the entire amount thereof, less expenses, to the Church, or at the direction of the Church, to an organization exempt from federal tax under Section 501(a) of the Code. To the extent consistent with the foregoing, the corporation may acquire, hold, maintain, improve, lease, finance, refinance, mortgage, sell, exchange, or otherwise dispose of all or part of its property, and may otherwise exercise any and all other powers available to corporations organized pursuant to Chapter 617 of the Florida Statutes, and do all things necessary or desirable in connection therewith.

ARTICLE IV. - Limitation of Corporate Powers

The powers of this corporation shall be as provided in Chapter 617, Florida Statutes, except as limited as follows:

A. The corporation is organized exclusively for charitable, religious, education, and scientific purposes, including, for such purpose, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding of any future United States Internal Revenue Law)

B. No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered (i) to pay reasonable compensation and reimbursement for

services rendered and expenses incurred in carrying out the purposes of the corporation, and (ii) to make payments and distributions in furtherance of the purposes set forth above. Directors shall not be compensated for their services as Directors, but may be compensated for expenses incurred in carrying out their duties. 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 publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Law or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law)

C. Upon dissolution of the corporation, all of the corporation's assets and property of every nature and description, remaining after the payment or making provision for the payment of all liabilities and obligations of the corporation (but not including assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution), shall be distributed to Palma Ceia Presbyterian Church of Tampa, Florida, Inc., if it is then an exempt organization described in Section 501(c)(3) and Section 170(c)(2)(B) of the Code, or to one or more organizations as directed by the Church, which themselves are exempt under such sections of the Code, or corresponding sections of any prior or future law. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V. - No Members

The corporation shall have no members.

ARTICLE VI. - Term of Existence

The term for which this corporation shall exist shall be perpetual.

ARTICLE VII. - Registered Agent and Registered Office

The street address of the registered office of the corporation and the name of the registered agent at that address are:

John T. DeBevoise
3501 San Jose Street
Tampa, Florida 33629

VIII. - Incorporator

The name and address of the incorporator to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
John T. DeBevoise	3501 San Jose Street Tampa, Florida 33629


ARTICLE IX. – Directors and Officers

The affairs of the corporation shall be managed by a Board of Directors who shall be elected as provided in the by-laws, and by officers who shall be elected by the Board of Directors. The officers thus to be elected shall be a president, a secretary and a treasurer and such other officers as may be provided for in the by-laws of the corporation. The duties of the respective officers and the manner of filling vacancies in the offices of the corporation shall be as provided in the by-laws.

The number of directors Trustees and the manner of filling vacancies in the Board of Directors shall be provided in the by-laws of the corporation. The number shall not be less than three, but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Meetings of the directors may be held within or without the State of Florida.

[signature page to follow]

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9th day of OCTOBER, 2019.


John T. DeBevoise, Incorporator

Having been named as registered agent and to accept service of process for the above named corporation at the place 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.


John T. DeBevoise, Registered Agent

Date: OCT 9, 2019, 2019

FILED
19 OCT 17 PM 9:10
TALLAHASSEE, FLORIDA



October 10, 2019

FLORIDA DEPARTMENT OF STATE

Division of Corporations

TRENAM, KEMKER, SCHARF, BARKIN, FRYE, O'NEILL & MULLIS,

SUBJECT: PALM CEIA BEL MAR MERGER CORP., INC.
REF: W19000090388

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 name of the entity listed on the fax cover sheet and the name of the entity listed in the document must be identical. Please amend the document or the fax cover sheet accordingly.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

You must list at least one incorporator with a complete business street address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Susan Tallent
Regulatory Specialist II

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