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CHISHOLM LAW FIRM

Breanna McCarthy, Esquire Telephone: 407.674.2657 Breanna@ChisholmFirm.com 37 N. Orange Ave., Suite 500 Orlando, Florida 32801 www.ChisholmFirm.com

April 16, 2020

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

Subject: Articles of Incorporation

To Whom It May Concern:

Enclosed please find the original Articles of Incorporation ("Articles") along with trust account check no. made payable to the Florida Department of State in the amount of \$70 in order to defray your filing fee for the Articles of Incorporation filed on behalf of Speak Up Pensacola. Inc..

If you should have any questions, please feel free to contact me at 407.674.2657

Sincerely,

Bleanna M' (aAthy)
Breanna McCarthy

Enclosures Articles of Incorporation (original)

Trust Account Check

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ARTICLES OF INCORPORATION OF SPEAK UP PENSACOLA, INC. A FLORIDA NONPROFIT CORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be: Speak Up Pensacola, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

850 S Palafox St., Suite 202 Pensacola, Florida 32502

The principal mailing address of this corporation shall be:

850 S Palafox St., Suite 202 Pensacola, Florida 32502

ARTICLE III PURPOSE

- (1) Primarily, the organization is formed exclusively to promote social welfare within the meaning of IRC Section 501(c)(4);
- (2) Generally, to have and exercise all rights and powers conferred on nonprofit corporations under the laws of Florida, or which may hereafter be conferred, including the power to contract, rent, buy, or sell personal or real property;
- (3) Notwithstanding any of the above statements of purposes and powers, this corporation shall not engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation;
- (4) 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 Three hereof.

- (5) The corporation shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office to an extent that would disqualify it from tax exemption under section 501(c)(4) of the Internal Revenue Code.
- (6) Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(4) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction 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 IV MANNER OF ELECTION

The method of election of the directors of the Corporation is set forth in the bylaws.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

Aaron Watson – President 850 S Palafox St., Suite 202 Pensacola, Florida 32502

Kimberly Watson - Treasurer 850 S Palafox St., Suite 202 Pensacola, Florida 32502

Larry Watson – Secretary 850 S Palafox St., Suite 202 Pensacola, Florida 32502

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Aaron Watson 850 S Palafox St., Suite 202 Pensacola, Florida 32502

ARTICLE VI LIABILITY STATEMENT

The nonprofit shall defend, indemnify and hold harmless all directors and officers of the nonprofit against expenses (including attorney's fees, judgments, fines, and amounts paid in settlement) incurred in connection with any claims, causes of action, demands, damages, liabilities of the nonprofit, and any pending or threatened action, suit, or proceeding. Such indemnification shall be made to the fullest extent permitted by the laws of the State of Florida, provided that such acts or omissions which gives rise to the cause of action or proceedings occurred while the director or officer was in performance of his or her duties for the nonprofit and was not as a result of his or her fraud, gross negligence, willful misconduct or a wrongful taking. The indemnification provided herein shall inure to the benefit of successors, assigns, heirs, executors, and the administrators of any such person.

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Aaron Watson 850 S Palafox St., Suite 202 Pensacola, Florida 32502

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Aayon Watson

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree follows as provided for in s.817.155, F.S.

Aaron Watson

Incorporator