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FLORIDA PROFIT/NON PROFIT CORPORATION

Iron Rock Conservancy Inc.

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**ARTICLES OF INCORPORATION
OF
IRON ROCK CONSERVANCY, INC.
A Florida Not-for-Profit Corporation**

**Article I
NAME**

The name of the corporation is Iron Rock Conservancy, Inc. (the "Corporation").

**Article II
PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The street address and the mailing address of the principal office of the Corporation is 120 East Main Street, Suite A, Pensacola, Florida 32502.

**Article III
PURPOSE**

The Corporation is a Florida not-for-profit corporation, organized and to be operated exclusively for charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to corresponding provisions of future United States tax laws (the "Code"), and not for pecuniary profit, and more specifically, to carry out the following purposes:

1. To engage in environmental preservation and protection of certain wetlands (approximately 101.5 acres) in Escambia County, Florida, surrounding the community known as "Iron Rock", which have heretofore not been subject to development or agriculture;
2. To preserve and enhance the flora, fauna and natural habitat on such lands;
3. To promote, educate and support the study of ecological and environmental issues;
4. To support and organize passive recreational activities on such lands, including the building of walkways and other structures for hiking, non-motorized biking, bird watching, photography, fishing, kayaking and similar passive recreational activities so long as all such activities are consistent with the foregoing; provided, however, that all required permits shall be obtained from the local, state and federal regulatory agencies with jurisdiction over the activity in question;

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5. To do all and such other things as are not inconsistent with the foregoing purposes.

**Article IV
MEMBERSHIP**

The Corporation shall have no members.

**Article V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 120 East Main Street, Suite A, Pensacola, Florida 32502, and the name of the Corporation's initial registered agent at that address is Rodney Sutton.

**Article VI
BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors. The number of directors shall initially be three. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of the Board of Directors shall be regulated by the Bylaws of the Corporation. The names and addresses of the persons who shall serve as the initial members of the Board of Directors of the Corporation and whose terms shall expire three (3) years after the completion of the formation of the Iron Rock Homeowners Association or until their successors are elected and qualified in accordance with the Bylaws are as follows:

Neal B. Nash
120 E. Main St
Suite A
Pensacola, Florida 32502

Rodney A. Sutton
120 E. Main St
Suite A
Pensacola, Florida 32502

Eric J. Nickelsen
120 E. Main St
Suite A
Pensacola, Florida 32502

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**Article VII
INCORPORATOR**

The name and address of the Incorporator are: Neal B. Nash, 120 E. Main St, Suite A, Pensacola, Florida 32502.

**Article VIII
DISSOLUTION**

Upon the dissolution or winding up of the Corporation, its assets remaining after payment (or provision for payment) of all debts and liabilities of the Corporation shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exemption status under Section 501(c)(3) of the Code.


**Article IX
LIMITATIONS**

No part of the 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 to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code and which entitle contributors to the Corporation to deduct their charitable contribution under Section 170(a) of the Code.

**Article X
AMENDMENT**

The Board of Directors shall have the power to amend these Articles by an affirmative vote of seventy-five percent (75%) at any regular or special meeting called for that purpose.

The undersigned Incorporator has executed these Articles of Incorporation this 25 day of June, 2020.



Neal B. Nash, Incorporator

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CERTIFICATE DESIGNATING THE NAME AND OFFICE ADDRESS OF
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

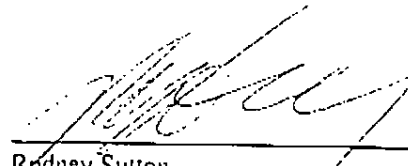
WITNESSETH:

That, IRON ROCK CONSERVANCY, INC., desiring to organize under the laws of the State of Florida, has named Rodney Sutton, as its agent to accept service of process within this state. His address is 120 E. Main Street, Suite A, Pensacola, Florida 32502.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 25th day of June, 2020.


Rodney Sutton