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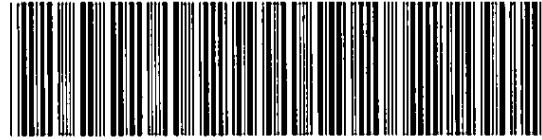
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W21-90201



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 21, 2021

BREWER LONG BUSINESS LAW
ATTN: ASHLEY V. BREWER
407 WEKIVA SPRINGS RD STE 241
LONGWOOD, FL 32779

SUBJECT: DOWNTOWN PC RENAISSANCE INC.
Ref. Number: W21000090201

We have received your document for DOWNTOWN PC RENAISSANCE INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved business entity. The name of a voluntarily dissolved business entity is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved business entity provides the Department of State with an affidavit or letter, stating that they have no intention of revoking the dissolution, therefore, releasing the name for use to another entity.

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) 245-6052.

DANIEL L O'KEEFE
Regulatory Specialist II

Letter Number: 121A00014004

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TALLAHASSEE, FLORIDA

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Brewer Long

BUSINESS LAW

June 1, 2021

VIA U.S. CERTIFIED MAIL

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation for Non-Profit Corporation

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for the following corporation not for profit, along with a check for the \$70.00 filing fee and designation of registered agent.

Corporation Name: DOWNTOWN PC RENAISSANCE INC.

Effective Date: June 1, 2021

Please promptly let me know if you need anything else to process this request.

Sincerely,

Ashley V. Brewer

Ashley V. Brewer
ashley@brewerlong.com

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PC DOWNTOWN RENAISSANCE INC.**

PURSUANT to the provision of Chapter 617, Florida Statutes, the Florida Not for Profit Corporation Act, the undersigned Incorporator **PC DOWNTOWN RENAISSANCE INC.** (the "Corporation") hereby adopts the following Articles of Incorporation for the Corporation:

**ARTICLE I
NAME**

The name of the Corporation is **PC DOWNTOWN RENAISSANCE INC.**

**ARTICLE II
PRINCIPAL ADDRESS; MAILING ADDRESS**

The principal address of the Corporation shall be 3108 W 23rd St, Panama City, Florida 32405. The mailing address of the Corporation shall be 3108 W 23rd St., Panama City, Florida 32405. The principal address or mailing address of the Corporation may be changed according to the Bylaws of the Corporation.

**ARTICLE III
PURPOSES AND POWERS**

The Corporation is a not-for-profit corporation organized exclusively for charitable, educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Notwithstanding any other provision of these Articles of Incorporation, the Bylaws of the Corporation, or any provision of law, the Corporation shall not carry on any activities which would cause it to fail to qualify, or to fail to continue to qualify, as (i) an organization exempt from federal income tax under section 501(c)(3) of the Code (or the corresponding section of any future federal tax code), or (ii) an organization to which contributions are deductible under sections 170, 2055, and 2522 of the Code (or the corresponding sections of any future federal tax code).

Subject to the foregoing, the specific purpose of the Corporation is to promote the renaissance of Downtown Panama City, Florida, including, but not limited to, cultivation of the arts, historic structures, and culture.

No part of the earnings of the Corporation shall inure to the benefit of or be distributable to any private individual or person; provided, however, that the Corporation may pay reasonable compensation for services rendered to it and reimbursement of expenses reasonably incurred on its behalf.

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 distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

If at any time or times the Corporation shall be classified as a private foundation within the meaning of section 509(a) of the Code, then at such time or times the Corporation:

- (1) shall not engage in any act of self-dealing as defined in section 4941(d) of the Code (or corresponding section of any future federal tax code);
- (2) shall distribute its income for each taxable 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 (or corresponding section of any future federal tax code);
- (3) shall not retain any excess business holdings as defined in section 4943(c) of the Code (or corresponding section of any future federal tax code);
- (4) shall not make any investment in such manner as to subject it to tax under section 4944 of the Code (or corresponding section of any future federal tax code); and
- (5) shall not make any taxable expenditure as defined in section 4945(d) of the Code (or corresponding section of any future federal tax code).

ARTICLE IV **MEMBERS**

The Corporation shall not have capital stock.

ARTICLE V **DIRECTORS**

The Corporation shall be managed by a Board of Directors. The number and manner of election or appointment of directors shall be as provided in the Corporation's Bylaws. The initial members of the Board of Directors are:

Chris C. Cramer
1320 Bayou Ct
Panama City, Florida 32401

Kevin L. Wattenbarger
3108 W 23rd St.
Panama City, Florida 32405

James Allan Branch
316 Park Avenue
Panama City, Florida 32401

William Cato Cramer III
219 South Cove Terrace Drive
Panama City, FL 32401

ARTICLE V **OFFICERS**

The designation and appointment of officers shall be as provided in the Corporation's Bylaws. The initial officers of the Corporation are:

Christopher C. Cramer	President
Kevin L. Wattenbarger	Vice President
James Allan Branch	Secretary
William Cato Cramer III	Treasurer

ARTICLE VI **DISSOLUTION AND LIQUIDATION**

In the event of dissolution or liquidation of the Corporation, no liquidation or other dividend or distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

- (1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor; and
- (2) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code and that fulfill charitable purposes substantially similar to that of the Corporation, as determined by the Board of Directors of the Corporation in its sole discretion.

ARTICLE VII
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent for the Corporation is:


BrewerLong PLLC
407 Wekiva Springs Rd, Suite 241
Longwood, Florida 32779

ARTICLE VIII
INCORPORATOR

The name and mailing address of the Incorporator is as follows:

Ashley Brewer
BrewerLong PLLC
407 Wekiva Springs Rd, Suite 241
Longwood, Florida 32779

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned Incorporator this 6/22/2021.



Incorporator

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned hereby states that it is familiar with, and hereby accepts the obligations set forth in Section 617.0503, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable thereto as registered agent.

Dated this 6/22/2021.

Registered Agent:

BrewerLong P.L.C.

By: 

Trevor K. Brewer, Managing Member

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CLERK OF THE COURT
JUDICIAL CIRCUIT IN AND FOR
DADE COUNTY, FLORIDA