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FLORIDA PROFIT/NON PROFIT CORPORATION
Pensacola and Perdido Bays Estuary Program, Inc.

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ARTICLES OF INCORPORATION
OF
PENSACOLA AND PERDIDO BAYS ESTUARY PROGRAM, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporations Act hereby adopts the following Articles of Incorporation:

ARTICLE I-NAME

The name of this Corporation is PENSACOLA AND PERDIDO BAYS ESTUARY PROGRAM, INC.

ARTICLE II-PRINCIPAL OFFICE; MAILING ADDRESS

The street address of the initial principal place of business of this Corporation shall be 226 South Palafox Place, Pensacola, Florida 32502.

The mailing address of this Corporation shall be 226 South Palafox Place, Pensacola, Florida 32502.

ARTICLE III-PURPOSES

The Corporation is organized and shall be operated on a not-for-profit basis and exclusively for charitable, scientific, and educational purposes, and for the not-for-profit purposes of relieving the burdens of government, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or in accordance with any other applicable provision of any current or future United States Internal Revenue Law and the regulations thereunder. The corporation shall have perpetual existence. The specific purposes for which the Corporation is organized are:

- (a) To guide the development and implementation of a Comprehensive Conservation and Management Plan to improve water quality and living resources for the Pensacola Bay System and Perdido Bay Systems, and for other related lawful purposes;
- (b) To attract support for and to receive grants, contributions, donations and gifts to be used to further these corporate purposes and the purposes of any not-for-profit and federally tax-exempt organization which is affiliated with the Corporation;
- (c) To promote, by distribution, donation, or loan, the interests of any not-for-profit and federally tax-exempt organization which is affiliated with the Corporation and which furthers the purposes of the Corporation, the purposes of which are not inconsistent with those of the Corporation;

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- (d) To buy, own, sell, exchange, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the not-for-profit mission of the Corporation;
- (e) To contract with other organizations, for-profit and not-for-profit, with individuals, and with governmental agencies in furtherance of these purposes;
- (f) To operate exclusively for charitable, scientific and educational purposes, and for the not-for-profit purposes of relieving the burdens of government within the meaning of Section 501(c)(3) of the IRC, or in accordance with any other applicable provision of any current or future United States Internal Revenue Law and the regulations thereunder, in the course of which operation:
 - 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its managers, officers, or other 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 of the Corporation;
 - 2. 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 any candidate for public office except as authorized under the Code; and

- (g) Notwithstanding any other provisions 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 IRC or any other applicable provision of any current or future United States Internal Revenue Law and the regulations thereunder; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the IRC;
- (h) To operate without regard to race, color, religion, gender, gender expression, age, national origin, disability, marital status, sexual orientation, military status or any other categories protected by federal law;
- (i) To make distributions to organizations described in Code Sections 170(c), 2055(a) and 2522(a), as amended; and
- (j) To operate, participate in and/or manage any other programs or activities that are not prohibited by law and that do not conflict with the provisions of Section 501(c)(3) of the Code.

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ARTICLE IV – POWERS

The Corporation shall have and exercise all powers of any corporation not for profit as the same now exist or may hereafter exist under the laws of the State of Florida. No part of the assets, income or profits of the Corporation shall be distributable to, or inure to the benefit of, its directors or officers or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein. Notwithstanding any other provision hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or any other applicable provision of any current or future United States Internal Revenue Law and the regulations thereunder, or by an organization, contributions to which are deductible under Section 170 of such Code.

ARTICLE V - DISSOLUTION ON LIQUIDATION

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed at the direction of the then Directors of the Corporation to such other organization or organizations that are exempt from federal income tax under Section 501(c)(3) of the Code or any other applicable provision of any current or future United States Internal Revenue Law and the regulations thereunder.

ARTICLE VI-REGISTERED AGENT AND ADDRESS

The name of the registered agent of the corporation is Matthew J. Posner. The address of this registered agent is 226 South Palafox Place, Pensacola, Florida 32502. The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

ARTICLE VII-INCORPORATOR

The name of the incorporator is Matthew J. Posner. The address of this incorporator is 226 South Palafox Place, Pensacola, Florida 32502.

ARTICLE VIII-MEMBERS and DIRECTORS

9.1 Members. The Corporation shall have no members.

9.2 Directors. The Directors of the Corporation shall be appointed in accordance with the Bylaws of the Corporation. The names and addresses of the initial Directors are as follows:

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Woodrow Speed
4099 Orange Beach Boulevard
Orange Beach, AL 36561

Colten Wright
6495 Caroline Street
Suite M
Milton, FL 32570

Robert Bender
221 S. Palafox Street
400
Pensacola, FL 32502

Benjamin Boutwell
7995 N. Century Blvd.
Century, FL 32535

Vernon Compton
6738 Dixon Street
Milton, FL 32572

Cherry Fitch
1070 Shoreline Drive
Gulf Breeze, FL 32561

Mike Kohler
221 S. Palafox Street
400
Pensacola, FL 32502

Jared Moore
222 West Main Street
Third Floor
Pensacola, FL 32502

Mike Norberg
1250 N. Eglin Parkway
Shalimar, FL 32579

Kerry Smith
6495 Caroline Street
Suite M
Milton, FL 32570

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ARTICLE IX-PROPERTY HELD FOR CHARITABLE PURPOSES

The property of the Corporation is irrevocably dedicated for charitable purposes and no part of the net income or assets of the Corporation will ever inure to the benefit of any Director, or officer of the Corporation, or to the benefit of any private individual.

ARTICLE X-BYLAWS

The directors of the Corporation shall adopt Bylaws for this Corporation and the Board of Directors from time to time may modify, alter, amend or rescind the same by supermajority vote of the members of the Board of Directors present at any regular or special meeting or by unanimous written consent of all of the members of the Board of Directors.

ARTICLE XI-AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17th day of May, 2023.


MATTHEW J. ROSNER, Incorporator

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ACCEPTANCE OF DESIGNATION AS
REGISTERED AGENT OF
PENSACOLA AND PERDIDO BAYS ESTUARY PROGRAM, INC.

Having been named as registered agent and to accept service of process for PENSACOLA AND PERDIDO BAYS ESTUARY PROGRAM, INC., at the place designated in the Articles of Incorporation, 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 am familiar with and accept the obligations of my position as registered agent.


MATTHEW J. GOSNER

Date: May 17th, 2023

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