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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Northwest Florida Defense Coalition, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
NORTHWEST FLORIDA DEFENSE COALITION, INC.**

The undersigned, Stephen R. Moorhead, hereby presents these Articles of Incorporation as the Articles of Incorporation of Northwest Florida Defense Coalition, Inc. (the "Articles") for formation of a corporation not for profit under the provisions of Chapter 617, Florida Statutes.

**ARTICLE I – NAME AND PRINCIPAL OFFICE**

The name of the corporation is Northwest Florida Defense Coalition, Inc. (the "Corporation"), and the initial principal office and mailing address of the Corporation is 127 Palafox Place, Suite 200, Pensacola, FL 32502.

**ARTICLE II – PURPOSE**

The purposes for which the Corporation is organized shall be as follows:

(a) The purpose of the Corporation is to represent the communities of Escambia County, Florida, Santa Rosa County, Florida, and each other county that from time to time is included in the Pensacola Standard Metropolitan Statistical Area ("SMSA"), in promoting and supporting SMSA military installations, all in compliance with the requirements applicable to entities qualifying for tax-exempt status under Internal Revenue Code section 501(c)(6), as now in existence and as that statute might hereafter be amended.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to, any director, officer, trustee or member of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in effecting one or more of its purposes), and no director, officer, trustee or member of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(c) Notwithstanding any other provision of these Articles, 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)(6) of the Internal Revenue Code of 1986 and its regulations as they now exist or may hereafter be amended.

**ARTICLE III – MEMBERSHIP**

The membership of the Corporation shall consist of organizations and individuals, the requirements for which shall be detailed by the Board of Directors or as otherwise provided in the Corporation's bylaws.

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**ARTICLE IV – TERM OF EXISTENCE**

The term of existence of the Corporation shall be perpetual until terminated pursuant to these Articles, the bylaws of the Corporation, and applicable law.

**ARTICLE V – INCORPORATOR**

The name of the incorporator is Stephen R. Moorhead, whose address is 127 Palafox Place, Suite 200, Pensacola, FL 32502.

**ARTICLE VI – OFFICERS**

The Corporation shall have such officers consisting of a President, Vice President (optional), Secretary, Treasurer, and such other officers as the Board of Directors of the Corporation shall in its discretion determine necessary or appropriate for accomplishing the objectives of the Corporation. The officers shall be elected by the Board of Directors at the annual meeting of the Board of Directors or as otherwise provided in the bylaws of the Corporation.

**ARTICLE VII – BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors. The directors shall be elected, removed and/or re-elected as provided in the bylaws of the Corporation. The number of directors may be either increased or diminished from time to time as provided in the bylaws of the Corporation, but there shall never be less than three (3) directors. The names and addresses of the initial directors of the Corporation are as follows:

David Piech	6685 Admiral Street, Navarre, FL 32566
Donald McMahon	11 West Garden Street, Pensacola, FL 32502
Matthew Coughlin	32393 Bartel Street, Elberta, AL 36530
Steve Rhodes	2758 Noah Jordan Road, Navarre, FL 32566

**ARTICLE VIII – CORPORATE POWERS**

The Corporation shall have all of the powers granted by the Florida Not For Profit Corporation Act, including the corporate powers set forth in §617.0302, *Florida Statutes* (2023), or any amended or successor statute. However, in no event shall the Corporation have or exercise any power or authority or engage in any activities which are not in furtherance of the Corporation's purposes as stated in Article II hereof.

**ARTICLE IX – AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles or any amendment to them and all rights and privileges conferred upon the Board of Directors and officers of the Corporation are subject to this reservation.

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**ARTICLE X - BYLAWS**

Unless otherwise provided in the bylaws of the Corporation, the bylaws of the Corporation are to be made altered, amended, or repealed by a majority vote of the Directors then in office at a regular or special meeting of the Board of Directors called for that purpose.

**ARTICLE XI - DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Corporation, or the winding up of its affairs, the assets of the Corporation shall be distributed, in the manner determined by the Board of Directors of the Corporation, solely to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(6) of the Internal Revenue Code and its regulations as they now exist or may hereinafter be amended.

No director, officer, trustee, or member of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

**ARTICLE XII - REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 127 Palafox Place, Pensacola, FL 32502, and the name of the registered agent at that address is Stephen R. Moorhead.

**ARTICLE XIII - EFFECTIVE DATE**

The effective date of these Articles shall be the date these Articles are filed with the office of the Department of State of the State of Florida.

The undersigned incorporator has executed these Articles on the date set forth below.

INCORPORATOR:

  
STEPHEN R. MOORHEAD

Date: September 26, 2023

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**REGISTERED AGENT ACCEPTANCE**

I do hereby accept the foregoing designation as registered agent of Northwest Florida Defense Coalition, Inc. Further, I am familiar with and accept the duties and obligations of such designation.

  
STEPHEN R. MOORHEAD

Date: September 26, 2023