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PENSACOLA NAVY DAYS

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ARTICLES OF INCORPORATION
OF
PENSACOLA NAVY DAYS, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, desiring to form a corporation pursuant to the Not-for-Profit Corporation Laws of the State of Florida, do hereby make, subscribe and acknowledge this certificate, constituting Articles of Incorporation, as follows:

1. **NAME:** The name of the corporation (the "Corporation") shall be **Pensacola Navy Days, Inc.**, a Florida not for profit corporation.

2. **INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS:** The address of the initial principal office is 1401 East Gregory Street, Pensacola, FL 32502, and the initial mailing address is 1401 East Gregory Street, Pensacola, FL 32502.

3. **GENERAL AND SPECIFIC PURPOSES:** The Corporation is formed exclusively for the purposes for which a corporation may be formed under the Not-for-Profit Corporation Law of the State of Florida, and not for a pecuniary profit or financial gain. The purposes also include to strive to foster a mutually positive and lasting relationship between the local and military communities, celebrate and publicize the rich military heritage of the Greater Pensacola Area, and highlight Pensacola as the premier military-friendly community in the Southeastern United States for veterans and service members alike. To operate exclusively in any manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws.

4. **Intentionally deleted.**

5. **DURATION:** The duration for which this Corporation is to exist shall be perpetual.

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2024 JAN 22 AM 8:53

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6. **INCORPORATOR:** The name(s) and address(es) of the incorporator(s) is/are as follows:

Darren Schaefer
1401 East Gregory Street
Pensacola, FL 32502

7. **OFFICERS:** The officers of the Corporation who shall manage the affairs of the Corporation, subject to the direction of the Board of Directors, shall be a President, one or more Vice Presidents, as may be determined by the Board of Directors from time to time, a Secretary, and a Treasurer. The offices of Secretary and Treasurer may be held by the same person. Officers shall be elected at the annual meeting of the Board of Directors.

8. **BOARD OF DIRECTORS:** The number of persons constituting the Board of Directors shall be not less than three (3) individuals, and not more than fifteen (15) individuals, as determined at the annual meeting of directors. Until changed, the first Board of Directors shall consist of twelve (12) persons. The Directors shall be elected as provided for in the By-Laws of the Corporation. The names and addresses of the persons who are to serve as Directors until the first election are:

Darren Schaefer
1401 East Gregory Street
Pensacola, FL 32502

Todd Thompson
1401 East Gregory Street
Pensacola, FL 32502

Kathy Holmes
1401 East Gregory Street
Pensacola, FL 32502

Dan McCort
1401 East Gregory Street
Pensacola, FL 32502

Brent Lane
1401 East Gregory Street
Pensacola, FL 32502

Danny Zimmern
1401 East Gregory Street
Pensacola, FL 32502

Keith Leonard
1401 East Gregory Street
Pensacola, FL 32502

Wes Raeder
1401 East Gregory Street
Pensacola, FL 32502

Tim Kinsella
1401 East Gregory Street
Pensacola, FL 32502

Jordan Conti
1401 East Gregory Street
Pensacola, FL 32502

2024 JAN 22 AM 8:53
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Alex Smith
1401 East Gregory Street
Pensacola, FL 32502

Bruce Cummins
1401 East Gregory Street
Pensacola, FL 32502

9. **BY-LAWS:** The By-Laws of the Corporation are to be made, altered or rescinded by the Board of Directors of the Corporation.

10. **EARNINGS AND ACTIVITIES OF CORPORATION**

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 the purposes set forth in Article 3 hereof.

B. No substantial part of the activities of the Corporation shall be the carrying on or 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.

C. 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 Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law).

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D. Notwithstanding any other provisions of these Articles, this Corporation shall not, except to any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

11. **DISTRIBUTION OF ASSETS:** Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at any time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

12. **DECLARATION OF ASSETS:** The property of this Corporation is irrevocably dedicated to educational and charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

13. **AMENDMENT.** Amendments to the Articles of Incorporation may be proposed and adopted by vote of a majority of the Board of Directors.

14. **RESIDENT AGENT AND OFFICE:** Until changed, the resident agent of the Corporation upon whom process may be served is Robert S. Rushing, Esq., and the address of the Corporation's initial registered office is 151 West Main Street, Suite 200, Pensacola, Florida 32502.

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2024 JAN 22 AM 8:53
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15. **CORPORATE POWERS.** This Corporation shall have all of the powers granted to a not-for-profit corporation under the laws of the State of Florida, except any power which would invalidate its right to be a tax exempt corporation under the Internal Revenue Code of 1986, as amended, of the United States.

IN WITNESS WHEREOF, the below named subscriber has hereunto set his hands and seal to this Instrument, this 19 day of January, 2024.

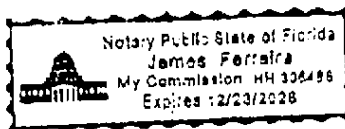
STATE OF FLORIDA

COUNTY OF ESCAMBIA

Darien Schaefer

The foregoing instrument was acknowledged before me in my physical presence this 19 day of January, 2024, by Darien Schaefer, who is personally known to me, or has produced FLDL as identification.

Jan Fer
Notary Public, State of Florida



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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Robert S. Rushing, hereby accept the appointment as Registered Agent for Pensacola Navy Days, Inc., as set forth in its Articles of Incorporation being filed simultaneously herewith, and acknowledges that he is familiar with, and agrees to accept the obligations and responsibilities imposed upon registered agents for the Corporation and further agrees to comply with all the provisions of all statutes relative to the proper and complete performance of his duties and to accept the duties and obligations of the Florida Statutes.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 2nd day of January, 2024.


Robert S. Rushing

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