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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-06/16/95--01087--004
****78.75 ****78.75

SUBJECT: PERDIDO BAY COMMUNITY ASSOCIATION, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: Mr. S. ALLISON KUBIAK
Name (Printed or typed)

5441 PONTE VERDE COVE
Address

PENSACOLA FL 32507-9024
City, State & Zip

(904) 492-1875
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUN 16 AM 8:44

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NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
PERDIDO BAY COMMUNITY ASSOCIATION, INC.

(Corporation not for Profit)

We, the undersigned, desiring to incorporate as a corporation not for profit in accord with the provisions of Chapter 617, Florida Statutes, do make and file these Articles of Incorporation for the purpose of constituting ourselves a corporation not for profit.

ARTICLE I - NAME

The name of the corporation shall be "PERDIDO BAY COMMUNITY ASSOCIATION, INC."

ARTICLE II - ADDRESS

16335 Perdido Key Drive, Pensacola, FL 32507 and P. O. Box 34062, Pensacola, FL 32507

ARTICLE III - PURPOSES

The Corporation is organized exclusively for civic and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code (or the corresponding portions of any future United States Internal Revenue Law), including, to the extent permitted by said Section 501 (c) (3), the redevelopment, promotion, upgrading and rehabilitation of the cultural, social, economic and political aspects of Escambia County, Florida, and its environs.

The Corporation shall not, by virtue of any of its activities, participate in or intervene in any political campaign on behalf of any candidate for any public office.

ARTICLE IV - MEMBERS

Any person interested in and desiring to support the purposes of this corporation upon written application and upon approval may become a member of the corporation. There shall be two classes of members: Voting and non-Voting. Admission upon application and upon payment of dues as prescribed by the By-Laws may be granted by a majority vote of the Board of Directors.

This corporation is and shall remain a corporation not for profit. The corporation shall not have nor issue shares of stock. No dividends shall be paid and no part of the income of the corporation shall be distributed to its members, board members or officers.

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TALLAHASSEE, FLORIDA

ARTICLE V - TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI - SUBSCRIBERS

The names and addresses of the subscribers to these Articles are:

| <u>Name</u> | <u>Address</u> |
|-------------------|---|
| Thomas H. Frazier | Bailey Middle School 4110 Bauer Road Pensacola, Florida 32506 |
| Debbie Sedes | 172 Carnelia Street Gulf Breeze, Florida 32561 |
| Glennda Harold | 4004 Azure Way Pensacola, Florida 32507 |
| S. Allison Kubiak | 5441 Ponte Verde Cove Pensacola, Florida 32507 |

ARTICLE VII - OFFICERS

Section One: The officers of the corporation shall be a President, Vice President, Secretary and Treasurer and such other officers as may be provided for in the By-Laws or designated by the Board of Directors from time to time. The By-Laws shall govern the election of officers and members of the Board of Directors.

Section Two: The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

| | |
|----------------|-------------------|
| President | Thomas H. Frazier |
| Vice President | Debbie Sedes |
| Secretary | Glennda Harold |
| Treasurer | S. Allison Kubiak |

ARTICLE VIII - BOARD OF DIRECTORS

Section One: The business affairs of the corporation shall be managed by the Board of Directors. The corporation shall have a Board of Directors consisting of not less than three (3) nor more than fifteen (15) members. The corporation shall have initially four members of the Board of Directors and each shall serve a term of one year.

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The number of members of the Board of Directors may be increased or decreased from time to time by amendment of the By-Laws, but there never shall be less than three (3).

Section Two: The names and addresses of the persons who are to serve as the Board of Directors until the first meeting of the corporation are:

| <u>Name</u> | <u>Address</u> |
|-------------------|---|
| Thomas H. Frazier | Bayley Middle School 4110 Bauer Road Pensacola, Florida 32506 |
| Debbie Sedes | 172 Camella Street Gulf Breeze, Florida 32561 |
| Glennnda Harold | 4004 Azure Way Pensacola, Florida 32507 |
| S. Allison Kubiak | 5441 Ponte Verde Cove Pensacola, Florida 32507 |

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ARTICLE IX - BY-LAWS

Section One: The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section Two: Upon proper notice the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or at any special meeting called for that purpose.

ARTICLE X - AMENDMENTS

Section One: These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose by a two thirds vote of those members present

Section Two: Amendments may also be made at the regular meeting of the membership upon notice given of the intention to submit such amendments, as provided by the By-Laws, by a two thirds vote of those present.

ARTICLE XI - RESIDENT AGENT

The name of the initial registered agent of this corporation is Robert M. Alexander his address is 16335 Perdido Key Drive, Pensacola, Florida 3250x-xxxx.

ARTICLE XII - DISTRIBUTION OF ASSETS
UPON DISSOLUTION

No persons, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation.

In the event of dissolution, the residual assets of this corporation will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501 (c) (3) and 170 (c) (2) of the Internal revenue code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or Local government for exclusive public purpose, and none of the assets will be distributed to any member, officer or other elected official of this corporation.

IN WITNESS WHEREOF, we the undersigned subscribing incorporators, have hereunto set our hands and seals this 15th day of June, 1995, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

Thomas H. Frazier
Thomas H. Frazier

Debbie Sedes
Debbie Sedes

Glennida Harold
Glennida Harold

S. Allison Kubiak
S. Allison Kubiak

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

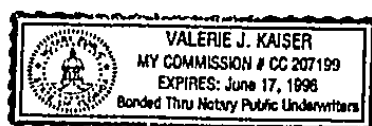
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STATE OF FLORIDA)
)
COUNTY OF ESCAMBIA)

Before me, a Notary Public, duly sworn and authorized in the State of Florida, and County of Escambia, to take acknowledgements, Thomas H. Frazier, Debbie Sedes, ~~Glennida Harold~~, and S. Allison Kubiak, to me well known and known to me to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed and subscribed to these Articles of Incorporation.

Witness my hand and official seal in the county and State named above
this 15th day of June, 1995



Valerie J. Kaiser
Notary Public, State of Florida
My commission expires June 17, 1996

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

PERDIDO BAY COMMUNITY ASSOCIATION, INC.
(must include suffix)

2. The name and address of the registered agent and office is:

ROBERT M. ALEXANDER
(NAME)

16335 PERDIDO KEY DRIVE
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

PENSACOLA, FL 32507
(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 I am familiar with and accept the obligations of my position as registered agent.

Robert M. Alexander
(SIGNATURE)

June 12, 1995
(DATE)