

N 96 000001852

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ATTORNEYS AT LAW

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ROWLETT W. BRYANT  
CLIFFORD C. HIGBY

CECILIA D. REDDING

LYNN C. HIGBY  
(1938-1992)

March 26, 1996

Office of the Secretary of State  
State of Florida  
Corporations Division  
P. O. Box 6327  
Tallahassee, Florida 32301

500001765085  
-04/01/96--01089--007  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Panhandle Academic Committee for Education,  
Inc.

Gentlemen:

Please find enclosed original and one copy of Articles of Incorporation for the above proposed not-for-profit corporation, together with a Registered Agent's Certificate. Also enclosed is our check in the sum of \$122.50, representing the filing fee of \$35.00 for the Articles, Registered Agent Certificate, \$35.00, and for a certified copy of the Articles, \$52.50.

I would appreciate your processing this incorporation through your department and favoring me with the certified copy at your convenience.

Should you have any questions or comments, please call me collect at the number above.

Very truly yours,



Rowlett W. Bryant

RWB/mlw  
encls.

RECEIVED  
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
PANHANDLE ACADEMIC COMMITTEE FOR EDUCATION, INC.

THE UNDERSIGNED SUBSCRIBER, acting as incorporator of a corporation pursuant to Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for the formation of a non-profit corporation:

ARTICLE I

The name of the corporation is PANHANDLE ACADEMIC COMMITTEE FOR EDUCATION, INC., and the initial principal address of the corporation is 2902-B Harrison Avenue, Panama City, Florida 32405.

ARTICLE II

The period of duration is perpetual unless the corporation is dissolved according to law.

ARTICLE III

The purpose of the corporation, a not-for-profit charitable organization, is to advance the lives of youth in Bay County, Florida, by expanding their educational opportunities, physical activities and social wellbeing through a joint venture among the youth and parents, educators, community leaders, business entities and other friends of youth. The Corporation is organized and operated exclusively for charitable purposes and no part of its net earnings shall inure to the benefit of any private individual. The Corporation shall have the power to do all lawful acts necessary or desirable to carry out its purposes consistent with the provisions of the Florida Statutes and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE IV

The Corporation shall distribute its income for each tax 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 Internal Revenue Code of 1986, as amended. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended.

#### ARTICLE V

Membership in the Corporation shall be pursuant to the By-Laws provided.

#### ARTICLE VI

The address, including street and number, of the initial registered office of this Corporation is 2902-B Harrison Avenue, Panama City, Florida, 32405, and the name of its initial Registered Agent at such address is Derrick Lane.

#### ARTICLE VII

The number of Directors shall not be less than three (3) and no more than fifteen. The number of Directors may be increased and diminished from time to time by the By-Laws, but shall never be less than three. Directors shall be elected or appointed as provided in the By-Laws of the Corporation.

#### ARTICLE VIII

This Corporation shall have no stock and is not authorized to issue capital stock.

#### ARTICLE IX

The internal affairs of the Corporation shall be governed by the provisions contained in the By-Laws of the Corporation. The Chairman of the Board of Directors shall be responsible for the day-to-day operation of the Corporation. Upon dissolution of the Corporation, any assets remaining after the

satisfaction of all corporate liabilities shall be conveyed to such organization or organizations as shall be selected by the affirmative vote of a majority of the Directors, provided, however, that such organization or organization must be recognized as exempt from federal income taxation under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purposes.

ARTICLE X

The names and addresses, including street and number, of the incorporator are:

Derrick Lane	2902-B Harrison Avenue Panama City, Fl 32405
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ARTICLE XI

The names and addresses of the initial Board of Directors are:

Derrick Lane	2902-B Harrison Avenue Panama City, Fl 32405
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LaTonya Ward-Lane	2902-B Harrison Avenue Panama City, Fl 32405
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Victor Battle	1123 N. Cove Blvd. Panama City, Fl 32405
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DATED this 22<sup>nd</sup> day of March, 1996.

INCORPORATOR:

  
Derrick Lane

STATE OF FLORIDA)

COUNTY OF BAY )

I HEREBY CERTIFY that before me, a Notary Public in and for the State of Florida at Large, on this 22<sup>nd</sup> day of March, 1996, personally appeared before me Derrick Lane, who is personally known or who produced

N/A as identification, and he acknowledged to me that he signed the foregoing Articles of Incorporation as Incorporator and that the facts therein contained are true, to the best of his knowledge and belief.

Mary Lou Wilson

NOTARY PUBLIC

State of Florida at Large



MARY LOU WILSON  
MY COMMISSION # CC374394 EXPIRES  
May 7, 1998  
BONDED THIRD TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THIS STATE, NAMING AGENT UPON WHOM SERVICE MAY BE SERVED

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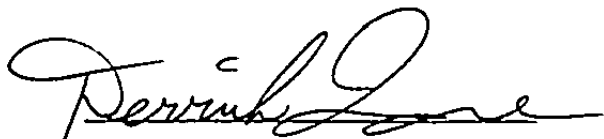
IN PURSUANCE OF Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that PANHANDLE ACADEMIC COMMITTEE FOR EDUCATION, INC., has organized under the laws of the State of Florida, with its principal place of business at 2902-B, Harrison Avenue, Panama City, Florida, 32401, has named Derrick Lane, located at said address, as its agent for service of process within this state.

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ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Derrick Lane

RECEIVED  
JAN 11 1976  
PANHANDLE ACADEMIC COMMITTEE FOR EDUCATION, INC.  
PANAMA CITY, FLORIDA