

N96000002560

World Trade Council

Requestor's Name

P.O. Box 1972

Address

Pensacola, FL 32589

City/State/Zip

Phone #

SHIRLEY L. TERRY
1042 96/96 - 101003-005
****122.50 ****122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
96 APR 29 11:50
TALLAHASSEE, FLORIDA

W96-9329
524,706



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 2, 1996

WORLD TRADE COUNCIL
PO BOX 1972
PENSACOLA, FL 32589

SUBJECT: NORTHWEST FLORIDA WORLD TRADE FOUNDATION, INC.
Ref. Number: W96000009329

We have received your document for NORTHWEST FLORIDA WORLD TRADE FOUNDATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The signatures on the certificate of designation of registered agent page must be original.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Sheldon Bream
Document Specialist

Letter Number: 996A00021173

ARTICLES OF INCORPORATION
OF

NORTHWEST FLORIDA WORLD TRADE FOUNDATION, INC.,
A Florida Nonprofit Corporation

FILED
96 APR 29 AM 11:50
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a non profit corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

NORTHWEST FLORIDA WORLD TRADE FOUNDATION, INC.

ARTICLE II BUSINESS ADDRESS

The address of the corporation's initial registered office and principle place of business is:

**109 East Garden Street
Suite F
Pensacola , Florida 32501**

The name of the initial registered agent of this corporation at that address is:

Albert D. Carey, Jr.

The Board of Directors may from time to time move the principle office to another address in the State of Florida.

ARTICLE III NATURE OF BUSINESS

The general purposes for which the corporation is organized are not for profit and are:

A. To promote, foster and develop international trade between Northwest Florida and the world.

B. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing to include:

- (1) To engage in or transact any or all lawful activities or not for profit business for which corporations may be incorporated and permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation;
- (2) To donate it's resources and/or lend it's funds, with or without security, to provide short term interim financing for the furtherance of world trade for NW Florida businesses.
- (3) To buy, sell and deal in goods, services, wares, merchandise, and personal property of every kind;
- (4) To act as agent or representative, in any capacity, and to perform services for others;
- (5) To the same extent as a natural person could do, to acquire, construct, maintain, develop, improve, rent, use, mortgage, and dispose of real property and interests therein;
- (6) To acquire, develop, improve, use, grant, and receive licenses in respect of, and mortgage, dispose of, and deal in letters patent of the United States and of any other country, patent rights, licenses and privileges, inventions, trade secrets, improvements and processes, copyrights, trademarks, and trade names;
- (7) To acquire, own, and dispose of rights, privileges, permits, and franchises convenient for any of the purposes of the business;
- (8) To acquire, own, pledge, dispose of, and deal in shares, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action, and evidences of indebtedness or interest which are issued or created by any corporations, associations, partnerships, firms, trusts, estates, or persons, public or private, or by the government of the United States, or by any foreign government, or by any state, territory, province, municipality, county, or other political subdivision,

or by any governmental agency, domestic or foreign, and as owner thereof to possess and exercise all rights, powers, and privileges of ownership, including the rights to execute consents and to vote thereon and do any and all acts necessary or advisable for the preservation, protection, improvement, and enhancement of value thereof;

- (9) To aid in any manner any corporation, association, partnership, firm, trust, estate, or person, any of whose securities, evidences of indebtedness, obligations, or shares are held by the corporation directly or indirectly, or in which or in the welfare of which, the corporation shall have any interest, and to guarantee securities, evidences of indebtedness and obligations of other corporations, associations, partnerships, firms, trusts, estates, or persons;
- (10) To acquire, and pay in cash, shares, bonds, or other securities of the corporation or otherwise, the goodwill, rights, assets, and property, and to undertake and assume the whole or any part of the obligations or liabilities of any corporation, association, partnership, firm, trust, estate, or person;
- (11) To enter into, make, and perform contracts of every kind;
- (12) To borrow money and personal property, and, from time to time without limit as to amount, to issue, accept, endorse, and execute promissory notes, drafts, checks, bills of exchange, warrants, bonds, debentures, and other negotiable and non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or by pledge, conveyance, or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes;
- (13) To acquire, hold, and dispose of its own shares and securities and rights thereto;
- (14) To carry out all or any part of the foregoing purposes as principal or as agent, or in conjunction with any other corporation, association, partnership, firm, trust, estate, or person, or as a partner or as a member of a partnership, syndicate, or joint venture or otherwise, in any part of the world and to the same extent and as fully as natural persons might or could do;
- (15) To do all things necessary and incidental to the attainment of the above stated purposes; and

- (16) To have and to exercise all the powers now and hereafter conferred by the laws of State of Florida upon corporations formed under the laws of such state.

Purposes specified in the foregoing clauses are not, except as otherwise expressed, limited or restricted by reference to, or inference from the terms of any other clause in these articles of incorporation, and purposes specified in each of the foregoing clauses are to be regarded as independent purposes. Such purposes are to be construed also as powers, but such enumeration of specific powers does not limit or restrict the powers of the corporation now or hereafter granted to it by law. Only the business for which a corporation may be formed under the laws of the State of Florida may be conducted by the corporation.

ARTICLE IV TERM OF EXISTENCE

The duration of the corporation is perpetual and its existence shall cease only upon its lawful dissolution.

ARTICLE V OFFICERS AND DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

<u>Name</u>	<u>Initial Officer(s)</u> <u>Address</u>	<u>Title</u>
Connie Ingraham	60 Highpointe Drive Gulf Breeze, Florida 32561	President
Albert D. Carey, Jr.	7980 Lancelot Drive Pensacola, Florida 32501	Vice President

<u>Name</u>	<u>Initial Director(s)</u> <u>Address</u>	<u>Title</u>
Connie Ingraham	60 Highpointe Drive Gulf Breeze, Florida 32561	Chairman
Albert D. Carey, Jr.	7980 Lancelot Drive Pensacola, Florida 32514	Member
JACK HAYS	C/O SALT MARSH CLEVELAND & GUND 900 N. 12th St. PENSACOLA, FLORIDA 32595	

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

<u>Name</u>	<u>Address</u>
Connie Ingraham	60 Highpointe Drive Gulf Breeze, Florida 32561
Albert D. Carey, Jr.	7980 Lancelot Drive Pensacola, Florida 32514

ARTICLE VII MEMBERSHIP

The qualifications for membership and the manner of the admission of the members shall be as regulated by the by-laws.

ARTICLE VIII PREEMPTIVE RIGHTS

Denial of:

No member of the corporation is entitled as a matter of right, preemptive or otherwise, to subscribe for or to purchase any part of any assets of the corporation, now or hereafter authorized to be issued, whether issued for cash or other consideration or by way of dividend or otherwise.

**ARTICLE IX. PROVISIONS FOR REGULATING INTERNAL
AFFAIRS OF THE CORPORATION**

Number of directors:

The corporation shall have not less than one (1) nor more than eleven (11) directors. The initial number of directors of the corporation is(are) five (5) who is(are) to be elected annually. The number of directors maybe increased or decreased from time to time by amendment to the articles of incorporation or by resolution duly adopted by the shareholders, but no decrease shall have the effect of shortening the term of any incumbent director(s).

Voting for election of directors:

At each election of directors by the membership every member entitled to vote at such election has the right to vote, in person or by proxy, for as many persons as there are directors to be elected and for whose election he has the right to vote.

Greater than majority quorum of and action by directors:

One half of the number of directors stated in the articles of incorporation or fixed by resolution duly adopted by the members constitute a quorum for transaction of business. The act of one half of the directors present at a meeting at which a quorum is present is the act of the board of directors.

**ARTICLE X. EXPRESS POWERS OF THE
BOARD OF DIRECTORS**

In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized by Fifty-one Percent of the voting members:

- (1) Subject to the by-laws adopted by the members, to make, alter, or repeal the by-laws of the corporation;
- (2) To authorize and cause to be executed mortgages and liens, without limit as to amount, upon the real and personal property of the corporation;
- (3) To authorize the guaranty by the corporation of securities, evidences of indebtedness, and obligations of other persons, corporations, and business entities;

- (4) To set apart out of any funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve;
- (5) By resolution adopted by a majority of the full board of directors, to designate from among its members an executive committee and one or more other committees (with such name or names as may be stated in the by-laws or as may be determined from time to time by resolution adopted by the board of directors) each of which committees, to the extent provided in such resolution or in the articles of incorporation or the by-laws of the corporation, having all the authority of the board of directors, except that no such committee shall have authority denied to it by statute.

ARTICLE XI INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES, and AGENTS

Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he, or a person of whom he is a legal representative, is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, trust, joint venture, or other enterprise shall be indemnified by the corporation, to the fullest extent legally permissible under the laws of the State of Florida against all expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection therewith. Such indemnification is a contract right which may be enforced in any manner desired by such person and is not exclusive of any other right which he may have or hereafter acquire. The board of directors may adopt bylaws from time to time with respect to indemnification to provide at all times the fullest indemnification by the corporation permitted under the laws of the State of Florida and may cause the corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him

and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him.

ARTICLE XII RIGHT TO AMEND ARTICLES OF INCORPORATION

The corporation by vote of Fifty-one percent (51%) or greater of members reserves the right to amend, alter, change, or repeal any provision contained in these articles of incorporation, in the manner now and hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE XIII RESERVATION TO MEMBERSHIP OF POWER TO CHANGE BY-LAWS

Power to alter, amend, or repeal the by-laws or to adopt new by-laws is reserved to the membership by vote of Fifty-one percent (51%) or greater.

ARTICLE XIV CORPORATE EXISTENCE

Corporate existence shall begin on the date of filing of these Articles.

IN WITNESS WHEREOF, The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 17th day of APRIL, 1976.

Signature(s) of Incorporator(s)

Connie M. Ingraham
Albert D. Carey, Jr.

STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME, the undersigned Notary Public, in and for said County, appeared **Connie Ingraham** and **Albert D. Carey, Jr.**, parties to the foregoing Articles of Incorporation, to me well known and known by me to be the individuals described in and who executed the foregoing Articles of Incorporation of Northwest Florida World Trade Foundation, Inc., acknowledged and declared that they did make, execute, subscribe, and acknowledge the foregoing Articles of Incorporation as their voluntary act and deed for the purpose of forming a body corporate, pursuant to and under the provisions of the laws of the State of Florida, and the foregoing Articles of Incorporation, and that the facts set forth therein are true and correct.

IN WITNESS THEREOF, I have hereunto set my hand and seal this 4th day of April, 1976, by **Connie Ingraham** and **Albert D. Carey, Jr.**
(Name of Incorporators)
of **NORTHWEST FLORIDA WORLD TRADE FOUNDATION, INC.**
(Name of Corporation)

Catherine V. Ricks
Notary Public
My Commission Expires: _____

(SEAL)



**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, 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: _____
NORTHWEST FLORIDA WORLD TRADE FOUNDATION, INC.

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

ALBERT D. CAREY, JR.

109 EAST GARDEN STREET

(P. O. BOX NOT ACCEPTABLE)

PENSACOLA, FLORIDA 32501

(CITY/STATE/ZIP)

SIGNATURE Albert D. Carey Jr.
(Corporate Officer)

TITLE VICE PRESIDENT

DATE APRIL 4, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE Albert D. Carey Jr.
(Registered Agent)

DATE APR 4, 1996

FILED
98 APR 29 PM 11:50
TALLAHASSEE, FLORIDA