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TRANSMITTAL LETTER

FILED

98 JAN 27 AM 9:17

New Filing Division

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT:

EARTH DAY PENSACOLA, INC.

(Proposed corporate name - must include suffix)

800002413258--3

-01/27/98-01063-010

****131.25 ****131.25

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:

Amy J. Belanger

Name (Printed or typed)

2911 1/2 E. Jackson St.

Address

Pensacola, FL 32503

City, State & Zip

(850) 432-3001

Daytime Telephone number

P. Hall

JAN 29 1998

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

ARTICLES OF INCORPORATION

OF

EARTH DAY PENSACOLA, INC.
A NONPROFIT FLORIDA CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation shall be EARTH DAY PENSACOLA, INC.

The principal place of business of this corporation shall be:

2911 ½ East Jackson Street
Pensacola, Florida 32503

ARTICLE II

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

ARTICLE III

1. The purposes of this corporation are to:

- a. organize the annual educational Earth Day event in Pensacola.
- b. promote protection and preservation of the natural environment.
- c. support the environmental protection efforts of other local non-profits.

2. The purposes for which the corporation is organized are exclusively charitable, scientific, and educational within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1998 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV

1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have five directors initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than three.

2. Officers of the Board of Directors shall serve in perpetuity, unless they resign or are removed for cause by consensus vote of the remaining directors. Any additional Directors shall hold office for one-year terms and shall be elected at a meeting of the Earth Day Committee to be held within 30 days after the annual Earth Day event.

ARTICLE V

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 III hereof.

2. This corporation may not transact partnerships, accept sponsorships nor provide any participation rights to organizations which:

- a. Have pled or been found guilty of any criminal violations of health, safety or environmental laws;
- b. Have been successfully sued for damages to health or property due to their products or waste;
- c. Are exporting hazardous products or chemicals banned or restricted in the U.S.;
- d. Are in the business of producing weapons, oil, gas, coal, or involved in nuclear fission technology;
- e. Have been found guilty of any human rights violations;
- f. Are conducting property development projects in areas determined by the directors to be environmentally threatened by the project;
- g. Have goals or practices otherwise incompatible with the environmental protection mission of Earth Day Pensacola.

ARTICLE VI

Pursuant to the provision of Section 607.0501 and Section 607.0505, Florida Statutes, the corporation, organized under the laws of the State of Florida, the name of the corporation is: Earth Day Pensacola, Inc. The name and address of the registered agent and office is:

Amy Belanger
2911 ½ East Jackson Street
Pensacola, FL 32503

ARTICLE VII

1. The names and addresses of the incorporators, who are also the initial directors, are:

Amy Belanger, 2911 ½ East Jackson Street, Pensacola, Florida 32503
Kate Peterson, 434 York Street, Gulf Breeze, Florida 32561
Johnny Ardis, 836 Deedra Avenue, Pensacola, Florida 32514
Tim Miller, 7212 Highway 90 East, Milton, Florida 32583
Mack Thetford, 303 Conecuh Street, Milton, Florida 32570

2. The Board of Directors of this corporation, by consensus-minus-one vote, may adopt such bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time-to-time.

3. Membership on the Board of Directors, Earth Day Committee or any subgroup established by the corporation may be terminated by consensus-minus-one vote of the Board of Directors.


4. Amendments to these ARTICLES OF INCORPORATION shall be made by consensus-minus-one vote of the Board of Directors.

5. In the event of dissolution, the residual assets of the organization shall be turned over to one or more environmental organizations which themselves are exempt as organizations described in Section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law.

6. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under 501 (c) (3) of the Internal Revenue Code of 1997 or the corresponding provision of any future United States Internal Revenue law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26th day of January, 1998.

Signature of the Incorporator:



Amy J. Belanger

STATE OF FLORIDA
COUNTY OF ESCAMBIA

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

EARTH DAY PENSACOLA, INC.

(must include suffix)

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

Amy J. Belanger
(NAME)

2911 1/2 E. Jackson St.

(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Pensacola, FL 32503

(CITY/STATE/ZIP)

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.


(SIGNATURE)

1-26-98
(DATE)