

ALLBRITTON AND GANT, P.A.

ATTORNEYS AND COUNSELORS AT LAW

JOHN LEWIS ALLBRITTON
FREDERICK J. GANT*

*FLORIDA & ALABAMA BAR

322 WEST CERVANTES STREET
POST OFFICE BOX 12322
PENSACOLA, FLORIDA 32581
(904) 433-3230
FAX (904) 434-8151

N98000004911

August 21, 1998

600002623776--2
-08/24/98--01136--009
****122.50 ****122.50

Secretary of State
State of Florida
Tallahassee, Florida 32301

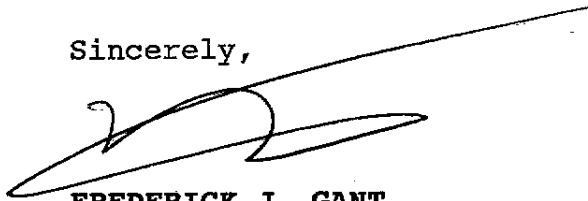
Re: Pensacola Earthshakers-Racing Against Alcohol & Drugs, Inc.

Dear Madam/Sir:

Enclosed please find the Articles of Incorporation to be filed along with my check in the amount of \$122.50 which represent filing fees. Once the document is filed, please return to this office.

If you have any questions, please do not hesitate to give me a call.

Sincerely,



FREDERICK J. GANT

FJG/tlr
Enclosures

FILED
98 AUG 24 AM 9:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

AUG 25 1998


1

**ARTICLES OF INCORPORATION
OF THE
PENSACOLA EARTHSHAKERS-Racing Against Alcohol & Drugs, INC.
A FLORIDA NON PROFIT CORPORATION**

FILED
98 AUG 24 AM 9:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE ONE. NAME

The name of the corporation is **PENSACOLA EARTHSHAKERS-Racing Against Alcohol & Drugs, INC.**

ARTICLE TWO. STATEMENT OF CORPORATE NATURE

This is a non-profit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

ARTICLE THREE. GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is organized are to organize and participate in activities designed to help youth stay away from alcohol, drugs and otherwise prevent the abuse of alcohol and drugs and promote youth activities in general. The general purposes for which this corporation is formed are to operate exclusively for such purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code. This corporation shall not, as a substantial part of its activities, carry on propaganda or

otherwise attempt to influence legislation; nor shall it participate or intervene by publication or distribution of any statements or otherwise in any political campaign on behalf of any candidate for public office.

ARTICLE FOUR. TERM

This corporation shall have a perpetual existence.

ARTICLE FIVE. MEMBERSHIP

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be set forth in the bylaws.

ARTICLE SIX. SUBSCRIBERS

The name and residence address of the subscriber of this corporation is as follows:

1. Sarah Holland
102 Saint Regis Drive
Pensacola, Florida 32505

ARTICLE SEVEN. LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT

The County in the State of Florida where the principal office for the transaction of the business of this corporation is to be located at 5105 N. Palafox Street, Pensacola, Florida 32505, County of Escambia.

The name and address of this corporation's registered agent is

Sarah Holland, 102 Saint Regis Drive, Pensacola, Florida 32505; and her mailing address is the same, Pensacola, Florida.

ARTICLE EIGHT. MANAGEMENT OF CORPORATE AFFAIRS

Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be not more than five (5) and not less than three (3); provided, however, that such number may be changed by a bylaw duly adopted by the members.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous written consent of the board of trustees without a meeting and that the articles of incorporation and bylaws of this corporation authorize the trustees to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such first members of the board of directors are as follows:

Corporate Officers. The board of directors shall elect the following officers: President, Vice President, Secretary, and Treasurer and such other officers as the bylaws of this

corporation may authorize the membership to elect from time to time. Initially, such officers and directors shall be elected at the first annual meeting of the corporation. Until such election is held, the following persons shall serve as corporate officers:

President Reverend Calvin Parker
 7111/2 W. Jordan Street
 Pensacola, Florida 32501

Vice President Charlie Brye
 7760 Mellowdays Drive
 Pensacola, Florida 32506

Secretary/Treasurer Sarah Holland
 102 Saint Regis Drive
 Pensacola, Florida 32505

ARTICLE NINE. BYLAWS

Subject to the limitations contained in the bylaws, and any limitations set forth in the corporations Not For Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

ARTICLE TEN. DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to 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.

**ARTICLE ELEVEN. DISTRIBUTION OF
ASSETS**

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

**ARTICLE TWELVE. AMENDMENT OF
ARTICLES**

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by the vote of 3/4 of a quorum of members of the corporation.

ARTICLE THIRTEEN. INCORPORATORS

I, the undersigned, being the incorporator of this corporation, and as the subscriber of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of Florida have executed these articles of incorporation on this 12th day of August, 1998.


SARA HOLLAND

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared **SARA**

HOLLAND, to me well known or who produced H453-787-49-841-Das identification and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed the foregoing Articles for the purposes therein stated.

WITNESS my hand and seal on this 12th day of August, 1998.



Tracy Brown
NOTARY PUBLIC
My Commission Expires:

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT

I, **SARA HOLLAND**, hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation, Earthshakers of Pensacola-Racing Against Alcohol & Drugs, Inc.

Sara Holland
SARA HOLLAND
102 Saint Regis Drive
Pensacola FL 32505

THIS INSTRUMENT PREPARED BY:

FREDERICK JEROME GANT, ESQUIRE
ALLBRITTON & GANT, P.A.
Attorneys at Law
322 West Cervantes Street
Pensacola, Florida 32501
(850) 433-3230

FILED
98 AUG 24 AM 9:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA