



THE WATSON HOUSE
1903

*Law Office of
John W. Merting, P.A.*

*421 North Palafox Street
Pensacola, Florida 32501*

January 6, 1999

TELEPHONE

(850) 438-9640

FAX

(850) 438-2852

BOARD CERTIFIED

ADMIRALTY & MARITIME LAW

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

600002734396--5

-01/08/99--01048--015

*****70.00 *****70.00

RE: PARTY GRAS, INC.

EFFECTIVE DATE

1-25-99

Dear Sir/Madam:

Enclosed herein please find Articles of Incorporation for PARTY GRAS, INC., a non-profit corporation, to be filed along with the Certificate Designating Registered Agent. Further, we enclose our check in the amount of \$70.00 for filing same. Please return the copy enclosed with your date stamp affixed thereto.

Thank you for your attention to this matter.

Yours very truly,

John W. Merting

JWM:ckg
Enclosures

C:\WP51\FATE\State Dept for filing Articles.wpd

99 JAN 28 PM 3:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

JAN 29 1999

JAN 1 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 11, 1999

JOHN W. MERTING, ESQUIRE
421 NORTH PALAFOX STREET
PENSACOLA, FL 32501

SUBJECT: PARTY GRAS, INC.
Ref. Number: W99000000689

*COPY
for reference*

We have received your document for PARTY GRAS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return the original and one copy of 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 (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 099A00001235

Dear Dana:
We changed the spelling of "Party" to
"Parti" and changed the wording in Art. VII.
Hope this is satisfactory.

Thank you
C. Alanson, Secretary to
John W. Merting



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 21, 1999

JOHN W. MERTING, ESQUIRE
421 NORTH PALAFOX STREET
PENSACOLA, FL 32501

COPY

SUBJECT: PARTI GRAS, INC.
Ref. Number: W99000000689

We have received your document for PARTI GRAS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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 (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 599A00002840



THE WATSON HOUSE
1903

*Law Offices of
John W. Merting, P.A.*

*421 North Palafox Street
Pensacola, Florida 32501*

January 25, 1999

TELEPHONE
(850) 438-9640

FAX

(850) 438-2852

BOARD CERTIFIED
ADMIRALTY & MARITIME LAW

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

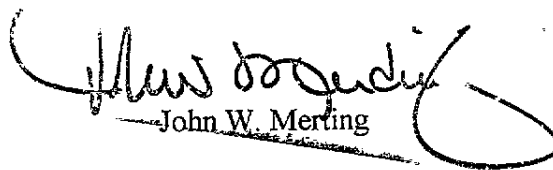
RE: PARTY GRAS, INC.

Dear Sir/Madam:

Enclosed herein please find Articles of Incorporation for PARTY GRAS, INC., a non-profit corporation, to be filed along with the Certificate Designating Registered Agent. Further, we enclose for your quick reference, the last letter we received from your office indicating the name we previously submitted, "Parti Gras, Inc." was unavailable. Hence, we are changing the spelling of the name back to the first name we requested, "Party Gras, Inc.." Please return the copy enclosed with your date stamp affixed thereto.

Thank you for your attention to this matter.

Yours very truly,


John W. Merting

JWM:ckg
Enclosures

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99 JAN 28 PM 3:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

PARTI GRAS OF AMERICA, INC.

I, the undersigned, with other persons being desirous of forming a corporation for charitable and philanthropic purposes under the provisions of Ch. 617 of the Florida Statutes, do agree to the following:

EFFECTIVE DATE
1-25-99

ARTICLE I. NAME

The name of the corporation is **PARTI GRAS OF AMERICA, INC.** a non-profit organization.

ARTICLE II. PURPOSES

The general nature of the purpose or purposes for which the corporation is organized are:

A) To provide for the enjoyment, entertainment and improvement of the Northwest Florida area by participating in celebration of the Pensacola Fiesta of Five Flags, Pensacola Mardi Gras, and other historical and civic events.

B) To provide social and parade activities.

C) To cultivate social entertainment among its members.

D) To act with any local, national or international organization or other agency to serve the interest and welfare of the Northwest Florida area and the interest and welfare of its members as occasions may demand.

E) To solicit, collect and otherwise raise money for charitable, philanthropic, eleemosynary, benevolent, patriotic, health and welfare purposes; to spend, contribute and disburse, allocate and otherwise handle and dispose of the same for such purposes to such

agencies, organizations or institutions, organized for the same or similar purposes, as are willing and will agree to associate with this corporation; to assist in harmonizing and making more efficient the work of charitable, philanthropic and benevolent organizations; and to do any and all other things necessary or proper in connection with or incidental to any of the foregoing.

F) To acquire property for the corporate purposes by grant, gift, purchase, devise or bequest, and to hold and to dispose of the same, subject to such limitations as are prescribed by statute.

G) To carry on all or any of its activities and purchase or acquire, hold and dispose of such property, real, personal and mixed, as may be requisite for the transaction of its business or the conduct of its affairs, in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

H) No part of the net earnings of the corporation shall inure to the benefit of any member or individual, no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE III. MEMBERSHIP

There shall be one class of members and all members shall have equal rights. Each member who is in good standing shall be entitled to vote in person at every meeting of the members. The members shall have the sole right to elect persons as members of the corporation.

ARTICLE IV. INITIAL MEMBERSHIP

The initial membership of the corporation shall consist of all members of the unincorporated organization known as PARTY GRAS in good standing as the 15th day of January, 1999.

ARTICLE V. APPLICATION OF MEMBERSHIP

Any other persons over the age of eighteen, who, from time to time hereafter so desire, may become members of this organization upon being nominated by two current members and upon approval by a vote of the members.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. INCORPORATORS

The name and residence of the incorporator to these articles is:

<u>Name</u>	<u>Residence</u>
John W. Merting	258 Sabine Drive, Pensacola Beach, FL 32561

ARTICLE VIII. BOARD OF DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than three (3).

Section 2. Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

Section 3. The name and addresses for the ensuing year, or until the installation of the directors at a special meeting of the corporation in May, are:

<u>NAME</u>	<u>RESIDENCE</u>
Lewis Bear, Jr.	72 Highpoint Drive, Gulf Breeze, FL 32561
Collier Merrill	730 Bay Front Parkway, Pensacola, FL 32501
Donald McMahon	c/o 4400 Bayou Blvd., Pensacola, FL 32503

ARTICLE IX. DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income of 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 X. DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provisions for payment, of all debts and liabilities of the corporation, shall be distributed to a non-profit fund, foundation, or corporation organized and operated exclusively for charitable purposes 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 XI. BY-LAWS

Section 1. 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 2. The By-Laws of this corporation may be repealed, rescinded, altered, or amended, either in whole or in part, by a majority of those members voting at any meeting of the corporation.

ARTICLE XII. AMENDMENTS

These Articles of Incorporation may be repealed, rescinded, or amended, either in whole or in part, by a majority of those members voting at any meeting of the corporation.

ARTICLE XIII.

The private property of the members shall not be subject to the payment of corporate debts to any extent whatever.

ARTICLE XIV.

This corporation shall become effective on the day of execution and acknowledgment.

ARTICLE XV.

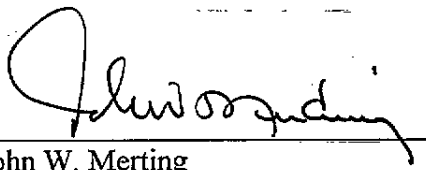
This corporation shall be organized upon a non-stock bases.

ARTICLE XVI. LOCATION OF REGISTERED AND PRINCIPAL OFFICE AND NAME OF REGISTERED AGENT

The street address of the initial registered and principal office of the corporation is 421 North Palafox Street, City of Pensacola, County of Escambia, State of Florida, 32501.

The name of the initial Registered Agent at same address is John W. Merting.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal, this 25 day of January, 1999.


John W. Merting

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 25th
day of January, 1999, by John W. Merting.

NOTARY PUBLIC:

(Sign)

(Print)

State of Florida at Large (Seal)

My Commission Expires: _____

Personally Known ☒ OR ~~Produced Identification~~
~~Type of Identification Produced~~ _____



Cynthia K Gleason
My Commission CC740099
Expires May 8, 2002

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act.

First: PARTI GRAS OF ^{AMERICA, INC.} desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the Articles of Incorporation, at City of Pensacola, County
of Escambia, State of Florida, has named JOHN W. MERTING, located at 421 North Palafox
Street, City of Pensacola, County of Escambia, State of Florida, as its agent to accept service of
process within the State.

ACKNOWLEDGMENT:

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

By: 

John W. Merting

FILED
99 JAN 28 PM 3:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA