

N99000002867

TRANSMITTAL LETTER

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

500002851385-0186
04/26/99-01059-0186
*****87.50 *****87.50

**WEST FLORIDA CHAMBER OF
COMMERCE, SOUTHERN REGION, USA, INC.**
SUBJECT: COMMERCE, SOUTHERN REGION, USA, INC.
(Proposed corporate name - must include suffix)

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 of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee
& Certificate

ADDITIONAL COPY REQUIRED

FROM: REV. JERRY HUNTER, JR.
Name (Printed or typed)

1822 SAINT CATHERINE AVENUE
Address

PENSACOLA, FLORIDA 32505-1046
City, State & Zip
(850)

572-3853 OR (850) 438-3175
Daytime telephone number

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 10 AM 11:50



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 29, 1999

REV. JERRY HUNTER, JR.
1822 SAINT CATHERINE AVE.
PENSACOLA, FL 32505-1046

SUBJECT: WEST FLORIDA CHAMBER OF COMMERCE, SOUTHERN
REGION, UNITED STATES OF AMERICA
Ref. Number: W99000010115

We have received your document for WEST FLORIDA CHAMBER OF COMMERCE, SOUTHERN REGION, UNITED STATES OF AMERICA and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

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) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 599A00023069

FILED 1.
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAY 10 AM 11:50

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida, applicable to corporate not for profit, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed articles of Incorporation.

ARTICLE I NAME

Section 1 NAME The name of the corporation shall be WEST FLORIDA CHAMBER OF COMMERCE, INC. SOUTHERN REGION, UNITED STATES OF AMERICA,, and its principal place of business and location shall be 2733 North "E" Street in the City of Pensacola, County of Escambia, State of Florida; The existance of the corporation to be perpetual.
section 2 PURPOSE (Detailed and specific enough to reflect the purpose of the organization)

The West Florida chamber of Commerce is organized to achieve the objective of: 1) preserving the competitive enterprise system of business by: creating a better understanding and appreciation of the importance of the businessman and a concern for his problem; creating a more intelligent business and public opinion regarding city, county, state and national legislative and political affairs; preventing controversies which are detrimental to expansion and growth of business and the community or adjusting them if they arise; and creating a greater appreciation of the value of a more liberal investment of substance and self on behalf of the Southern region of the United States of America and the interest of competitive business; 2) promoting business and community growth and development by: promoting economic programs designed to strengthen and expand the income potential of all business within the trade area; promoting program of a civic, social and cultural nature which are designed to increase the functional and aesthetic values the community, and discovering and correcting abuse which prevent the promotion of business expansion and community growth.

OR

The West Florida Chamber of Commerce, Southern Region, U.S.A., is organized to advance the general welfare and prosperity of the Southern region of the United States of America so that the Black and Minority communities and all areas of its business community shall prosper. all necessary means of promotion shall be provided and particular attention and emphasis shall be given to the economic, civil, commercial, industrial and educational interests of the southern region of the USA...

Section 3 AREA (Identify the area to be serve)

The West Florida area and the various Black and Minority Communities located throughout Northern, Central and Southern Florida, Texas, Oklahoma, Arkansas, Missouri, Kentucky, Tennessee, Louisiana, Mississippi, Alabama, Georgia North Carolina, South Carolina and Virginia.

Section 4 LIMITATION OF METHODS (List limitations such as nonpartisan and nonsectarian)

The chamber shall be nonprofit, nonpartisan and nonsectarian.

ARTICLE II MEMBERSHIP

Section 1 ELIGIBILITY (Who may apply for membership)

Any person, association, corporation, partnership or estate having an interest in the objectives of the organization shall be eligible to apply for membership.

Section 2 ELECTION (How is application made-received-elected to membership)

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. The Membership Committee shall review all applications and submit them to the Board of Directors with its recommendation. Election of members shall be by the Board of Directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled dues as provided in Section 3 of Article II.

Section 3 DUES (Cover board responsibility for establishing and how payable)

Membership dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable annually, semi-annually or quarterly in advance.

Section 4 TERMINATION (resignation-expulsion-and delinquency)

a) Any member may resign from the Chamber upon written request to the Board of Directors; b) Any member shall be expelled by the Board of Directors by a two-thirds vote for nonpayment of dues after ninety days (90) days from the date due, unless otherwise extended for good cause; c) Any member may be expelled by a two-thirds vote of the Board of Directors at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the member complained against.

Section 5 VOTING (Who is entitle to vote-qualifications)

Each member person, firm, association or corporation shall be entitled to cast one vote.

OR

Each member designee shall be entitled to cast one vote but no firm, association or corporation shall have more than ten (10) votes.

Section 6 EXERCISE OF PRIVILEGES (Assignment of membership within subscription and any limitations)

Any firm, association, corporation, partnership or estate holding membership may nominate individuals, whom the holder desires to exercise the privileges of membership covered by its subscription, and shall have the right to change its membership nomination upon written notice.

Section 7 ORIENTATION (Indicate areas of complete orientation- new directors, officers and directors, committee chairmen, committees and new members) NOTE: Detailed outline for each should be a part of the Chamber's procedures manual.

At regular intervals, orientation on the purposes and

activities of this organization shall be conducted for the following groups: new directors, officers and directors, committee chairman, committees and a new member. A detailed outline for orientation of each of these groups shall be a part of this organization's procedure manual.

Section 8 HONORARY MEMBERSHIP

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members, except the right to vote, and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

ARTICLE III MEETINGS

Section 1 ANNUAL MEETING (When will it be held-providing for a given month is preferable to a specific day which you may not be able to adhere to)

The annual meeting of the corporation shall be held during January of each year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least ten (10) days before said meeting.

Section 2 ADDITIONAL MEETINGS (General Membership Meetings, Board Meetings and Committee Meetings - how called, notice.....)

General meetings of the Chamber of Commerce may be called by the President at any time, or upon petition in writing of any thirty (30) members in good standing. a) Notice of special meetings shall be mailed to each member at least five (5) days prior to such meetings; b) Board meetings shall be called by the President or by him upon written application of three (3) members of the Board. Notice (including the purpose of the meeting) shall be given to each director at least one (1) day prior to said meeting; c) Committee meetings may be called at any time by the President, respective department vice president or by its chairman.

Section 3 QUORUMS (How many must be present to conduct business: General Membership, Board and Committee)

At any duly called General Meeting of the Chamber, thirty (30) members shall constitute a quorum; a majority of Directors present shall constitute a quorum of the Board of Directors; At Committee Meetings, a majority shall constitute a quorum, except when a Committee consists of more than nine (9) members, five (5) shall constitute a quorum.

ARTICLE IV BOARD OF DIRECTORS

Section 1 COMPOSITION OF THE BOARD (How many directors-term of office, etc.)

The Board of Directors shall be composed of 7 members, (one-third) of whom shall be elected annually to serve for three (3) years, or until their successors are elected and have qualified.

The government and Policy-making responsibilities of the chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

Section 2 SELECTION AND ELECTION OF DIRECTORS (See addendum on Single Nomination Procedure and Time Schedule)

NOMINATING COMMITTEE - cover the appointment-how many members-special instructions.

CANDIDATES FOR DIRECTORS - deadline for slate, number to be presented, willingness to serve. NOMINATING COMMITTEE REPORT - Notice of those nominated to the membership. PETITION-spell out right of petition, requirement, deadline, determination of legality.

A. Nominating Committee. At the regular August Board meeting, the President shall appoint a Nominating Committee of 7 members of the Chamber. The President shall designate the Chairman.

Prior to September 15'th the Nominating Committee shall present to the Executive Vice President a slate of three candidates to serve three year terms, to replace the Directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibilities of a directorship. No Board member may be elected to two or more consecutive 3 year terms. At least one year must separate each elected three-year term.

B. Publicity of Nominations. Upon receipt of the report of the Nominating Committee, the Executive Vice President shall immediately notify the membership by mail, or the names of persons nominated as candidates for directors, and the right of petition.

C. Nominations by Petition. Additional names of candidates for Directors can be nominated by petition bearing the genuine signature of at least one third qualified members of the Chamber. Such petition shall be filed with the Nominating Committee within ten (10) days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.

D. Determination. If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of four candidates shall be declared elected by the Board of Directors at their regular October Board meeting.

If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for four. Identification shall be made on the ballot to identify those candidates nominated by the Nominating Committee. The Executive Vice President shall mail this ballot to all active members at least 15 days before the regular October Board Meeting.

The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber office within ten days. The Board of Directors shall at their regular October Board meeting declare the four candidates with the greatest number of votes, elected.

Section 3 SEATING OF NEW DIRECTORS (Procedure for retiring and new elected)

All newly elected Board members shall be seated at the regular November meeting and shall be participating members thereafter. Retiring Directors shall continue to serve until January 1st.

Section 3 SEATING OF NEW DIRECTORS (Procedure for retiring and new elected)

All newly elected Board members shall be seated at the regular November meeting and shall be participating members thereafter. Retiring Directors shall continue to serve until January 1st.

Section 4 VACANCIES (Board attendance requirements-How they will be filled)

A member of the Board of Directors who shall be absent from three (3) consecutive regular meeting of the Board of Directors shall automatically be dropped from membership on the Board, unless confirmed by illness or otherwise decreed by a majority vote of those voting at any meeting thereof.

Vacancies on the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote.

Section 5 POLICY (board responsibility-Policy Manual)

The Board of Directors is responsible for formulating the policies of the organization. These policies shall be maintained in a Policy Manual, to be reviewed annually and revised as necessary.

Section 6 MANAGEMENT (Board hires the executive and sets his salary)

The Board of Directors shall employ as Executive Vice President (or appropriate title) and shall fix his salary and other considerations of employment.

ARTICLE V Officers

Section 1 DETERMINATION OF OFFICERS (Reorganization of the board—when held.)

The Board of Directors (new and retiring directors) at its regular November meeting, shall reorganize for the coming year. The Nominating Committee for Directors shall also nominate officers each year. At this meeting, the Board shall elect the President, President-elect, as many vice presidents as is deemed necessary to conduct the activities of the chamber, and the Treasurer. Officers will be elected from members of the new Board. All officers shall serve for a term of one (1) year or until their successor assumes the duties of office, and they shall be voting members of the Board of Directors.

Section 2 DUTIES OF OFFICERS (In general, the more specific duties for each)

A. President. The President shall serve as the executive head of the chamber of commerce and shall preside at all meetings of the membership, Board of Directors and Executive Committee.

The President shall, with the advice and counsel of the executive vice president, assign vice presidents to divisional or departmental responsibility, subject to Board of Directors approval.

The President shall, with advice and counsel of vice presidents and the executive vice president, determine all committees; select all chairmen; assist in the selection of committee personnel, subject to approval of the Board of Directors.

B. President-Elect. The President-elect shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. The President-elect shall also serve as Chairman of the Program of Work Committee of the chamber. As such, he and his committee will be responsible for determining that the program activities of the chamber are of such duration as is required, at all times being alert to assure that the activities of the chamber are directed toward achieving business and community needs in the area served by the chamber.

C. Vice Presidents. The duties of the Vice Presidents shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the President and Board of Directors. They will also have under their immediate jurisdiction all committees pertaining to their general duties.

D. Treasurer. The treasurer shall be responsible for the safeguarding of all funds received by the chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions approved by the Board of Directors, subject to checks signed by the Treasurer and the Executive Vice President, or, in the absence of either or both, by any two (2) officers. The Treasurer shall cause a monthly financial report to be made to the Board.

E. Executive Vice President. (or title preferred) The Executive Vice President shall be the chief administrative and executive officer. He shall serve as secretary to the Board of Directors, and cause to be prepared notices and minutes of meetings of the Board.

The Executive Vice President shall serve as advisor to the President and Program of Work Committee on program planning. He shall assemble information and data and cause to be prepared special reports as directed by the Program of the chamber.

The Executive shall be a non-voting member of the Board of Directors, the Executive Committee and all committees.

With assistance of the divisional vice presidents, he shall be responsible for administration of the program of work in accordance with the policies and regulations of the Board of Directors.

The Executive Vice President shall be responsible for hiring, discharging, directing and supervising all employees.

With the cooperation of the program of work committee and budget committee, he shall be responsible for the preparation of an operating budget covering all activities of the chamber, subject to approval of the Board of Directors. He shall be responsible for all expenditures with approved budget allocation.

Section 3 EXECUTIVE COMMITTEE (Who shall serve—role—reporting.)

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in

session, but shall be accountable to the Board for its action. It shall be composed of the President, past President, president-elect, vice presidents, treasurer and the executive vice president. The President will serve as chairman. The founding President position is to be perpetual.

ARTICLE VI

Committees and Divisions

Section 1 APPOINTMENT AND AUTHORITY (President appoints with Board approval—brief of committee's functions and authority.)

The President, by and with the approval of the Board of Directors, shall appoint all committees and committee chairmen. He may appoint such ad hoc committees and their chairmen as he deems necessary to carry out the program of the chamber. Committee appointments shall be at the will and pleasure of the President and in no event shall exceed the term of the appointing President.

It shall be the function of the committee to make investigations, conduct studies and hearings, make recommendations, to the Board of Directors and to carry on such activities as may be delegated to them by the Board.

Section 2 LIMITATION OF AUTHORITY (What the committee or division shall not do)

No action by any member, committee, division, employee, Director, or officer shall be binding upon, or constitute an expression of, the policy of the chamber until it shall have been approved or ratified by the Board of Directors.

Committees shall be discharged by the President when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

Section 3 TESTIMONY (Responsibility in presentation of testimony before civic and governmental units.)

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairman or, in his absence, whom he designates from his committee as being familiar enough with the issue to give testimony to, or make presentation before, civic and governmental agencies, rather than members of the staff who may be in attendance.

Section 4 DIVISIONS (Bureaus, Departments, Councils, etc.)

The Board may create such divisions, bureaus, departments, or councils as it deems advisable to handle the work of the chamber.

The Board shall authorize and define the powers and; duties of all divisions, bureaus, departments and councils. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, department or councils.

No action or resolution of any kind shall be taken by divisions, bureaus, departments or councils having bearing upon or expressive of the chamber, unless approved by the Board of Directors.

ARTICLE VII

Finances

Section 1 FUNDS (General operating funds and unused funds.)

All money paid to the chamber shall be placed in a general operating fund. Funds unused from the current year's budget will be placed in a reserve account.

Section 2 DISBURSEMENTS (Procedure with budget limitations.)

Upon approval of the budget, the Executive Vice President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursement shall be by check.

Section 3 FISCAL YEAR (Identify the time period)

The fiscal year of the chamber shall close on December 31. (Or end of the month selected.)

Section 4 BUDGET (Who prepares—when—Board action)

As soon as possible after election of the new Board of Directors and Officers, the Executive Committee

(or Budget Committee if preferred) shall compile a budget of estimated expenses for the coming year and submit it to the Board of Directors for approval.

Section 5 ANNUAL AUDIT (When called for—by Public Accountant—availability)

The accounts of the chamber of commerce shall be audited annually as of the close of business on December 31 (or date ending fiscal year) by a public accountant. The audit shall at all times be available to members of the organization within the offices of the chamber.

Section 6 BONDING (Who—amount—paid by)

The Executive Vice President and such other officers and staff as the Board may designate shall be bonded by a sufficient fidelity bond in an amount set by the Board and paid for by the chamber.

ARTICLE VIII
Dissolution

Section 1 PROCEDURE (Identify how chamber's assets will be disbursed)

The chamber shall use its funds only to accomplish the objects and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the chamber. On dissolution of the chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

ARTICLE IX

Section 1 PARLIAMENTARY AUTHORITY (What shall govern proceedings)

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Charter or Bylaws of the chamber.

ARTICLE X
Amendments

Section 1 REVISIONS (by Board—by Membership—notice in writing)

These bylaws may be amended or altered by a two-thirds (2/3) vote of the Board or by a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board or the members in writing, at least ten (10) days before the meeting at which they are to be acted upon.

ARTICLE XI
INCORPORATORS

The name and address of the Incorporator to these Articles of Incorporation are:

1. REV. JERRY HUNTER, JR., 1822 SAINT CATHERINE AVE., PENSACOLA, FL 32501
2. LEE MASON AVANT, 2905 NORTH HAYNE STREET, PENSACOLA, FL 32503
3. JACQUELINE D. HUNTER, 1822 SAINT CATHERINE AVE., PENSACOLA, FL 32501

Rev. Jerry Hunter, Jr.
Signature/Incorporator

Date

4/21/99

(An additional article must be added if an effective date is requested.)

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/Registered Agent

Date

4-21-99

ARTICLE XII
REGISTERED AGENT

SECTION 1 NAME

A. REV. JERRY HUNTER, JR.

SECTION 2 ADDRESS.

**A. 1822 SAINT CATHERINE AVENUE
PENSACOLA, FLORIDA 32501-1046**

SECTION 3 STATEMENT OF ACCEPTANCE

A. I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES OF REGISTERED AGENT.

SIGNATURE:

Rev. Jerry Hunter, Jr.