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2009 DEC 24 P 1:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 28 2009
D.A. WHITE

COVER LETTER

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

SUBJECT: The Pensacola Fund, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Kevin Barkman
Name (Printed or typed)

603 Main Street
Address

Wundermere FL 34786
City, State & Zip

407.876.2200
Daytime Telephone number

jsmith@unitedmedical.com ✓
E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION
OF
THE PENSACOLA FUND, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the laws of the State of Florida (the "Act"), adopts the following Articles of Incorporation for such corporation.

ARTICLE I

Name

The name of the Corporation shall be **The Pensacola Fund, Inc.**

ARTICLE II

Duration

The duration of the Corporation shall be perpetual. This Corporation shall begin its corporate existence as of the date that these Articles are filed with the Secretary of State.

ARTICLE III

Purposes

The purposes of the Corporation shall be to transact any and all lawful business for which corporations may be incorporated under the Act.

ARTICLE IV

Authorized Shares

The aggregate number of shares of stock of all classes which the Corporation has authority to issue is Two Thousand (2,000) shares, which are divided into two classes of One Thousand (1,000) shares of Class A (voting) Common Stock and One Thousand (1,000) shares of Class B (non-voting) Common Stock. Class A and Class B have identical rights and privileges, including identical rights to distributions, except in a situation of a distribution of securities of another business entity by the Corporation to the Shareholders, in which voting securities shall be distributed with respect to the Class A Stock and non-voting securities shall be distributed with respect to the Class B Stock. Except as otherwise required by the Act, Class B shares have no voting rights.

ARTICLE V

Board or Directors

The affairs of the Corporation shall be managed and conducted by a Board of Directors. The number of directors shall be determined in the manner prescribed from time to time by the Bylaws of the Corporation.

ARTICLE VI

Registered Office; Registered Agent

The street address of the registered office of the Corporation is 603 Main Street, Windermere, Florida 34786 and the name of the registered agent at such address is Kevin Barkman.

ARTICLE VII

Principal Office

The mailing address of the principal office of the Corporation is 603 Main Street, Windermere, Florida 34786.

ARTICLE VIII

Indemnification and Insurance

A. Non-Exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article IX shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaw, agreement, vote of shareholders or disinterested directors or otherwise.

B. Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Act.

ARTICLE IX

Limitation on Director Liability

A. Scope of Limitation. A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for any act or omission constituting a breach of his or her duty as a director, unless such act or omission (i) relates to a transaction in

which the director has a personal financial interest which is in conflict with the financial interests of the Corporation or its shareholders; (ii) is not in good faith or involves intentional misconduct or is known to the director to be a violation of law; (iii) is a vote for or assent to an unlawful distribution to shareholders as prohibited under Act; or (iv) relates to a transaction from which the director derives an improper personal benefit.

B. Amendment of Act. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended, and without the necessity for further shareholder action in respect thereof. This provision shall not apply to amendments that extend or increase the personally liability of a director, which may only be adopted by a formal amendment of these Articles.

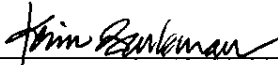
C. Repeal or Modification. Any repeal or modification of this Article X by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE X

Incorporator

Kevin Barkman, whose address is 603 Main Street, Windermere, Florida 34786 is the sole incorporator of the Corporation.

IN TESTIMONY WHEREOF, witness the signature of the incorporator of the Corporation this December 16, 2009.



Kevin Barkman, Incorporator

CONSENT OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above state corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Kevin Barkman, Registered Agent

Dated: December 16, 2009

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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