



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 17, 2014

JUDY PINETTE
P.O. BOX 13290
PENSACOLA, FL 32594-3290

The Articles of Incorporation for COMMUNITY ECONOMIC DEVELOPMENT ASSOCIATION OF PENSACOLA AND ESCAMBIA COUNTY, INC. were filed on October 16, 2014 and assigned document number N14000009606. Please refer to this number whenever corresponding with this office regarding the above corporation.

PLEASE NOTE: Compliance with the following procedures is essential to maintaining your corporate status. Failure to do so may result in dissolution of your corporation.

To maintain "active" status with the Division of Corporations, an annual report must be filed yearly between January 1st and May 1st beginning in the year following the filed date or effective date indicated above. **It is your responsibility to remember to file your annual report in a timely manner.** A Federal Employer Identification Number (FEI/EIN) will be required when this report is filed. Apply today with the IRS online at:

<https://sa.www4.irs.gov/modiein/individual/index.jsp>.

Should your corporate mailing address change, you must notify this office in writing, to insure important mailings such as the annual report notices reach you.

Should you have any questions regarding corporations, please contact this office at (850) 245-6052.

Tyrone Scott, Regulatory Specialist II
New Filings Section

Letter Number: 414A00022282

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**ARTICLES OF INCORPORATION
OF
Community Economic Development Association of Pensacola and Escambia County, Inc.
A Florida Not-For-Profit Corporation**

**ARTICLE I
Name**

The name of the corporation is Community Economic Development Association of Pensacola and Escambia County, Inc.

**ARTICLE II
Principal Office**

The principal address of the corporation is 117 W. Garden Street, Pensacola, Florida 32502.

**ARTICLE III
Purpose and Organization**

The purpose of the corporation is to promote industry and commerce, enhance the business climate and stimulate economic prosperity, support workforce development, promote community development, and encourage political action. The corporation will strive to accomplish the greatest good for the greatest number of people in Pensacola, Escambia County, and Northwest Florida. The corporation shall observe all local, state and federal laws that apply to non-profit organizations as defined in Section 501(c)(6) of the Internal Revenue Code. The duration of the corporation is perpetual unless dissolved according to law.

The corporation is not organized for the pecuniary gain or profit of, and neither the net earnings nor any part of the net earnings is distributable to, its members, directors, officers, or other private persons except as specifically permitted under the provisions of the Florida Not for Profit Corporation Act.

It is intended that the corporation have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended (the "Code") and an organization described in Section 501(c)(6) of the Code. These Articles must be construed accordingly, and all powers and activities of the corporation are limited accordingly.

**ARTICLE IV
Admission of Members**

The authorized number, qualifications, and manner of admission of members of the corporation, as well as the property, voting, and other rights and privileges of members, the liability of members for dues or assessments and the method of collection, and the termination and transfer of membership will be set forth in the Bylaws of the corporation.

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ARTICLE V
Board of Directors

The initial Directors and Officers of the corporation are as follows:

Directors and Titles

John L. Hutchinson, President
One Energy Place
Pensacola, FL 32520

Lewis Bear, Vice President
6120 Enterprise Dr.
Pensacola, FL 32505

Jerry Maygarden, Secretary
117 W. Garden St.
Pensacola, FL 32502

Jimmy L. Waite, Treasurer
449 W. Main St.
Pensacola, FL 32502

The powers of the corporation will be exercised, its properties controlled, and its affairs conducted by a Board of no fewer than seven (7) or more than twenty-one (21) Directors, with four (4) initial Directors who must appoint a minimum of three (3) additional Directors as persons or entities qualify for membership as defined in the Bylaws. The number of Directors provided for in these Articles of Incorporation may be changed by a Bylaw adopted by the Board of Directors; provided, however, that the minimum number of Directors must be no fewer than seven (7) unless amended pursuant to Article VIII of these Articles of Incorporation. The Board of Directors must reflect the socio-demographic composition of Escambia County.

ARTICLE VI
Registered Agent

The name Florida street address of the registered agent is:

Scott Luth
117 W. Garden St.
Pensacola, FL 32502

**ARTICLE VII
Incorporator**

The name and address of the Incorporator is:

Scott Luth
117 W. Garden St.
Pensacola, FL 32502

**ARTICLE VIII
Amendment**

Amendments to these Articles of Incorporation may be proposed by a Resolution adopted by the Board of Directors and presented to a quorum of the voting Members for their vote. Amendments may be adopted by a vote of at least a majority of a quorum of the Members of the corporation.

**ARTICLE IX
Distribution on Dissolution**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all assets of the corporation exclusively for the authorized purpose of the corporation as the Board of Directors determines, and any such assets not so distributed must be distributed exclusively for such purpose by the Circuit Court of the county in which the principal office of the corporation is located. None of the assets can be diverted to any other purpose.

**ARTICLE X
Non-Stock Basis**

The corporation is formed on a non-stock basis and will not issue shares of stock.

**ARTICLE XI
Indemnification**

The corporation shall indemnify each Director and Officer to the fullest extent allowed by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 23 day of September, 2014.



Scott Luth

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated 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.

9-23-14
Date

Scott Luth
Scott Luth

I submit this document and affirm that the facts stated in it are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in §817.155, Florida Statutes.

9-23-14
Date

Scott Luth
Scott Luth

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SECRETARY OF STATE
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