

ARTICLES OF
INCORPORATION

**Articles of Incorporation of
VETERANS MEMORIAL PARK FOUNDATION OF PENSACOLA, INC.,
a Florida Not for Profit Corporation**

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is the Veterans Memorial Park Foundation of Pensacola, Inc.

ARTICLE 2

The corporation shall have a perpetual duration.

ARTICLE 3

The name and address of the registered agent and registered office of this corporation is: Jack P. Brown at 8799 Thunderbird Drive, Pensacola, FL 32514.

ARTICLE 4

The corporation is a not for profit corporation. The purposes for which the corporation is organized are as follows:

(a) The specific objectives and purposes of this corporation shall be to collaborate with the City of Pensacola, whose citizens exercise ownership and bear custodial responsibility for the Veterans Memorial Park, as may be formally known hereafter, and work as Advocate, Provider, Steward, and Protector of the Park. Areas of active support shall include, but not be limited to, the following:

1. Assisting the City of Pensacola in developing, articulating, and managing a unifying theme and mission for advancement and development of the Park.

2. Providing for the ongoing maintenance, preservation, improvement, and development of the Park.
3. Educating the community, especially our children, about the Park and its mission and holding the sacrifices of those memorialized there as worthy of their gratitude, respect, and emulation.
4. Promoting incorporation of the Park into the fabric and culture of our community as befitting its rightful place in the hierarchy of our heritage and history.
5. Employing all means available for a IRC §501(c)3 corporation to identify and obtain funding for the present and future needs of the Park, and
6. Undertaking such other lawful actions and endeavors as complement or fulfill these objectives and purposes.

(b) The general purposes for which this corporation is formed are to operate exclusively in any manner for such educational and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, including making of distributions to organizations which themselves qualify as tax-exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

(c) 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 5

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of directors of the corporation shall be thirteen (13), provided, however, that such number may be changed by a Bylaw duly adopted pursuant to the Bylaws of this corporation.

Directors elected at the annual meeting shall serve for a term of three (3) years. The elected directors shall be elected to serve for the following terms: 5 directors shall serve for 1 year, 4 directors shall serve for 2 years, and 4 directors shall serve for 3 years, and until the qualification of successors in office, the effect being to have staggered terms for the directors.

The incorporators herein shall appoint initial directors to serve as the initial board until the first annual meeting wherein the formal Board of Directors shall be elected by said directors for the above stated terms; the Board of Directors shall thereafter elect the succeeding directors at each annual meeting.

The annual meeting shall be held on the 4th Monday of October of each year at the principal office of the corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

ARTICLE 6

The name and address of each incorporator of the corporation are as follows:

<u>Name:</u>	<u>Residential Address:</u>
1. Joseph A. Glover	8778 Prowler Court, Pensacola, FL 32506
2. Michael T. Swinehart	6 Manor Drive, Pensacola, FL 32507
3. Wilhelm A. Hansen, Jr.	101 W. Lloyd Street, Pensacola, FL 32501
4. Charles L. Switzer	407 Navy Cove Blvd., Gulf Breeze, FL 32561
5. David Glassman	3996 Sandy Bluff Drive West, Gulf Breeze, FL 32563
6. Jack P. Brown	8799 Thunderbird Drive, Pensacola, FL 32514

ARTICLE 7

The Board of Directors shall elect the following officers: President, Vice President, Treasurer, and Secretary, and such other officers as the Bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as the corporate officers:

<u>Name:</u>	<u>Residential Address:</u>	<u>Corporate Title:</u>
1. Jack P. Brown	8799 Thunderbird Drive, Pensacola, FL 32514	President
2. Charles L. Switzer	407 Navy Cove Blvd., Gulf Breeze, FL 32561	Vice President
3. Wilhelm A. Hansen, Jr.	101 W. Lloyd Street, Pensacola, FL 32501	Secretary
4. Michael T. Swinehart	6 Manor Drive, Pensacola, FL 32507	Treasurer

ARTICLE 8

Subject to the limitations contained in the Bylaws and any limitations set forth in the Not for Profit Corporation Act of Florida described above concerning corporate action, the 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 9

The property of this corporation is irrevocably dedicated to the above described corporate 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 10

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 not for profit 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 1986, as

amended, or corresponding provisions of any subsequent federal tax laws.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on the 12th day of April, 2013.

Michael T. Swinehart
Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Sworn to (or affirmed) and subscribed before me this 12th day of April, 2013, by Michael T. Swinehart who (X) was personally known to me or () produced _____ (type of identification).

Donna M. Harris
(Signature)

-Notary Seal-



(Type or Print Notary's Name)
Notary Public - State of Florida

Joseph A. Glover
Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Sworn to (or affirmed) and subscribed before me this 12th day of April, 2013, by Joseph A. Glover who (X) was personally known to me or () produced _____ (type of identification).

Donna M. Harris
(Signature)

-Notary Seal-



(Type or Print Notary's Name)
Notary Public - State of Florida

Jack P. Brown
Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Sworn to (or affirmed) and subscribed before me this 12th day of April, 2013, by Jack P. Brown who (X) was personally known to me or () produced _____ (type of identification).

Donna M. Harris
(Signature)

-Notary Seal-



(Type or Print Notary's Name)
Notary Public - State of Florida

C. L. Switzer
Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Sworn to (or affirmed) and subscribed before me this 12th day of April, 2013, by Charles L. Switzer who (X) was personally known to me or () produced _____ (type of identification).

Donna M. Harris
(Signature)

-Notary Seal-



(Type or Print Notary's Name)
Notary Public - State of Florida

C. L. Switzer
Incorporator

STATE OF FLORIDA

COUNTY OF ESCAMBIA

Sworn to (or affirmed) and subscribed before me this 12th day of April, 2013, by W.A. Hansen who (X) was personally known to me or () produced _____ (type of identification).

Donna M. Harris
(Signature)

-Notary Seal-



(Type or Print Notary's Name)
Notary Public - State of Florida

Donna M. Harris
Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Sworn to (or affirmed) and subscribed before me this 10th day of April, 2013, by David Glassman who (X) was personally known to me or () produced _____ (type of identification).

Donna M. Harris
(Signature)

-Notary Seal-

(Type or Print Notary's Name)
Notary Public - State of Florida

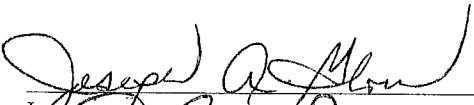


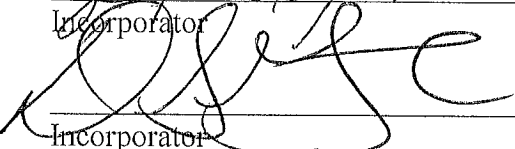
VERIFICATION OF INCORPORATORS

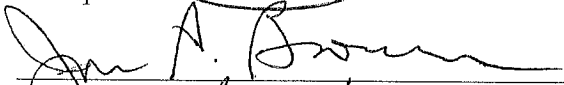
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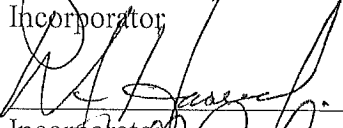
**VETERANS MEMORIAL PARK FOUNDATION OF PENSACOLA, INC.,
a Florida Not for Profit Corporation**


We, the undersigned, as incorporators of Veterans Memorial Park Foundation of Pensacola, Inc., a Florida Not for Profit Corporation, submit its *Articles of Incorporation* and affirm that the facts stated therein are true. We are aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in F.S. §817.155.

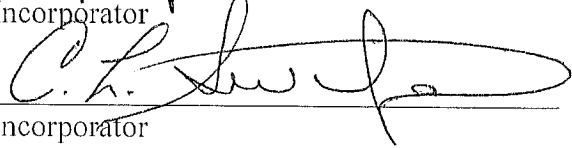

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ACCEPTANCE OF REGISTERED AGENT

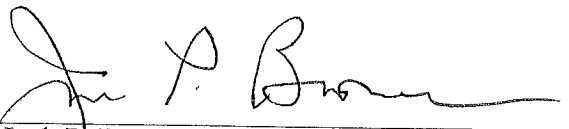
OF

**VETERANS MEMORIAL PARK FOUNDATION OF PENSACOLA, INC.,
a Florida Not for Profit Corporation**

Having been named as registered agent to accept service of process for Veterans Memorial Park Foundation of Pensacola, Inc., a Florida Not for Profit Corporation, at the place designated in the Articles of Incorporation, I am familiar with and accept the appointment as registered agent in accordance with F.S. § 617.0501 and agree to act in such capacity.

I submit this document and affirm that the facts stated herein 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 F.S. §817.155.

Dated: 4/23/13



Jack P. Brown
8799 Thunderbird Drive
Pensacola, FL 32514