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FLORIDA NON-PROFIT CORPORATION

Chamber of Commerce of Immokalee, Inc.

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ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation pursuant to chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

Chamber of Commerce of Immokalee, Inc.

ARTICLE II PRINCIPAL

Principal place of business and mailing address

The principal place of business and mailing address of this corporation shall be:

Chamber of Commerce of Immokalee, Inc.
720 N. 15th Street
Immokalee, FL 34142

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ARTICLE III PURPOSE(S)

The specific purpose(s) for which the corporation is organized is (are): The corporation is organized exclusively for the charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue Code (the "Code"). Within the scope of these tax-exempt purposes, the specific purposes for which the Corporation is organized include, but are not limited to, the following:

- A. To plan, coordinate and oversee the retention and attraction of businesses and economic development within the greater Immokalee community;
- B. To contract with other entities to provide economic development, housing development, job employment opportunities, and job training and education opportunities to benefit the economically disadvantaged individuals and families in the community.
- C. To coordinate with other private and public entities, including but not limited to profit-making businesses and government agencies, and to form partnerships and links in an effort to secure, maintain and improve the standard of living and quality of life for the economically disadvantaged which includes those receiving public assistance or qualifying as being at risk in the community;
- D. To promote the quality of participation of the economically disadvantaged in the economic and social life of the community;
- E. To acquire, hold, lease, mortgage or transfer real and personal property; to borrow money and mortgage or place liens on the property of the Corporation; to invest and reinvest funds in securities and property; and to otherwise exercise all of the financial powers permitted for a corporation not for profit in the State of Florida;
- F. To exercise all of the corporate powers now or hereafter provided by the laws of the State of Florida applicable to corporations not for profit, and specifically including the powers listed in Section 617.032, Florida Statutes, and all amendments thereto, pertaining to corporations not for profit in the State of Florida, except where the exercise of such powers would cause the Corporation to violate any of the provisions contained in Article IV of these Articles of Incorporation, including but not limited to promoting, establishing, conducting, and maintaining exempt activities on its own behalf and providing assistance or contributions to other corporations, organizations and institutions.

ARTICLE VIII. PROHIBITED ACTIVITIES

Notwithstanding any other provisions of these Articles of Incorporation:

- A. No substantial part of the activities of the Corporation shall ever be to carry on propaganda, or otherwise to attempt to influence legislation, except to the extent permitted pursuant to an election made under Section 501(b) of the Code, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) and political campaign on behalf of, or in opposition to, any candidate for public office.
- B. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities which are prohibited for a corporation qualifying for exemption from federal income tax as an organization described by Section 501 (c) (3) of the Code.
- C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, unless such officer, director or other person is itself an organization qualifying for exemption for federal income tax as an organization described in Section 501 (c) (3) of the Code; provided, however, that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to reimburse reasonable expenditures made on behalf of the Corporation and to make contracts, payments and distributions in furtherance of the purposes set forth in Article III of these Articles of Incorporation.
- D. In the event of the dissolution or final liquidation of the Corporation, whether voluntary or involuntary, The Board of Directors shall, after paying all liabilities of the Corporation, transfer all remaining assets of the Corporation exclusively to one or more organizations described in Sections 501 (c) (3) and 509 (a) (1) or 509 (a) (2) of the Code or to the federal, state or local governments exclusively for public purposes.

Article IX**Conflict Of Interest**

- A. Each director shall disclose to the Board of Directors and duality of interest or possible conflict of interest whenever the duality or conflict pertains to a matter being considered by the Board.
- B. Any director having duality of interest or conflict of interest on any matter shall abstain from voting on the matter and shall not be counted in determining the quorum for the vote on the matter. In addition, he or she shall not use his or her personal influence on the matter, but may briefly state his or her position on the matter and may answer any pertinent questions from other directors since his or her knowledge may be of great assistance.
- C. The minutes of the meeting involving any such situation shall reflect that a disclosure was made, the abstention from voting, and the quorum situation.
- D. If a director is uncertain as to whether he or she has duality or conflict of interest which requires abstention, or if a director asserts that another director has such a duality or conflict, the Board, by majority vote of those present other than the director having the possible conflict, shall decide whether abstention is required. If so, the director will be deemed to have abstained.
- E. No purchase involving \$10.00 or more from any director or any entity of which the director is an officer, director, partner or owner shall be made without prior approval of the Board of Directors. The executive director in charge of daily operations is authorized by the Board to make expenditures up to \$ 500 with prior approval of the Board.

ARTICLE IV

Manner of election of directors

The manner in which the directors are elected or appointed is as follows:

The Method of election of directors are to be stated in the bylaws.

ARTICLES V

Initial Directors/Officers

The names and street addresses of the Directors/Officers: (OPTIONAL)

Patricia Anne Goodnight - P.O. Box 5396, Immokalee, FL 34143

Fred N. Thomas - 1205 Orchid Avenue, Immokalee, FL 34142

Michael O. Taylor - P.O. Box 1115, Immokalee, FL 34143

Everett D. Loukonen - P.O. Box 1990, Immokalee, FL 34142

ARTICLES VI

Initial registered agent and street address

The name and the street address of the initial registered agent is:

Robert M. Coleman Jr. CPA

1400 A 15th Street N

Immokalee, FL 34142

ARTICLES VII

Incorporators

The name(s) and the street address(es) of the Incorporator(s) for these articles of Incorporation is (are):

Patricia Anne Goodnight

P.O. Box 5396

Immokalee, FL 34143

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

6th day of February 2004.



SIGNATURE

Patricia Anne Goodnight

Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN THE DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Chamber of Commerce of Immokalee, Inc.

2. The name and address of the registered agent and office is:

Robert M. Coleman Jr. CPA

Name

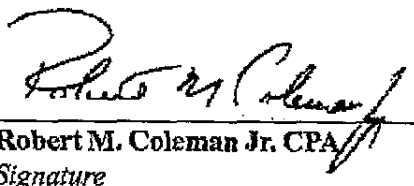
1400 A 15th Street N

(P.O. Box or Mail Drop Box NOT Acceptable)

Immokalee, FL 34142

(City / State / Zip)

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 the statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.


Robert M. Coleman Jr. CPA
Signature

February 6, 2004
(Date)

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