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FLORIDA NON-PROFIT CORPORATION
THE SOUTHWEST FLORIDA LEADERSHIP FOUNDATION, INC.

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**ARTICLES OF INCORPORATION
OF
THE SOUTHWEST FLORIDA LEADERSHIP FOUNDATION, INC.
(A Corporation Not-For-Profit)**

ARTICLE I NAME AND ADDRESS

The name of the corporation is The Southwest Florida Leadership Foundation, Inc. (the "Corporation"). The principal office or mailing address of the Corporation is 1520 Royal Palm Square Blvd., Suite 210, Fort Myers 33919.

ARTICLE II PURPOSE

The Corporation is organized exclusively for educational and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain. The Corporation is authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Not For Profit Corporation Act. Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause it not to qualify as a tax-exempt organization under section 501(c)(3) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

ARTICLE III MEMBERS

The sole member of the Corporation is The Chamber of Commerce of Southwest Florida, Inc.

ARTICLE IV DIRECTORS

The number of directors constituting the Board of Directors of the Corporation shall be as provided in the Bylaws, provided, however, the number of directors shall not be less than three (3). The manner in which the Directors are to be elected or appointed shall be as stated in the Bylaws. The names and addresses of the persons who are to serve as the initial Directors until the first annual meeting of the Corporation or until their successors are elected are:

Stephen T. Tirey

1520 Royal Palm Square Blvd., Suite 210
Fort Myers, FL 33919

Grover Whidden

1813 Lee Street
Fort Myers, FL 33901

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Thomas Mueller

10500 Buckingham Road, Suite 400
Fort Myers, FL 33905

ARTICLE V OFFICERS

The officers and their manner of election shall be as provided in the Bylaws. The initial persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors or until their successors are elected are:

President
Treasurer
Secretary

Stephen T. Tircy
Lisa Elliott
Lisa Elliott

ARTICLE VI PROPERTY

The members of the Corporation shall have no vested right, interest or privilege of, in, or to the assets, functions, affairs, or contracts of the Corporation, nor shall the members have any such right, privilege, or interest which may be transferable, or inheritable, or which shall continue when membership ceases. Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the Bylaws of the Corporation. Any gift, bequest, devise or donation of any kind whatsoever to the Corporation or its Board of Directors shall be deemed to vest title in the Corporation.

ARTICLE VII REGISTERED AGENT

The name and address of the initial registered agent of the Corporation is: Stephen T. Tircy, 1520 Royal Palm Square Blvd., Suite 210, Fort Myers, FL 33919.

ARTICLE VIII AMENDMENTS

These Articles may be amended as provided in the Bylaws.

ARTICLE IX DISTRIBUTION UPON DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be

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distributed to one or more organizations qualified as exempt under section 501(c)(3) of the Code.

ARTICLE X INCORPORATOR

The name and address of the incorporator is: Aaron A. Farmer, Esq., 1415 Panther Ln., Ste. 121, Naples, FL 34109.

ARTICLE XI TAX EXEMPT RESTRICTIONS

Section 1. Prohibition on Private Inurement. Notwithstanding any other provision of these Articles to the contrary, no part of the net earnings, current or accumulated, or property of the Corporation shall inure to the benefit of, or be distributed to, any member (other than a member which is exempt from federal income tax under section 501(c)(3) of the Code), director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payment and distributions in furtherance of the purposes set forth in these Articles.

Section 2. Prohibition on Dividends. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not have the power to declare dividends.

Section 3. Limitation on Lobbying Activities. Notwithstanding any other provision of these Articles to the contrary, no substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation.

Section 4. Prohibition on Intervening in Political Campaigns. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

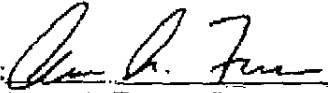
ARTICLE XII INDEMNIFICATION

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the fullest extent permitted by law.

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IN WITNESS WHEREOF, the undersigned incorporator, has hereunto set his hand and seal this 13th day of September 2004, for the purpose of forming this Corporation not-for-profit under the Florida Not For Profit Corporation Act.

By: 
Aaron A. Farmer, Incorporator

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Sep.13. 2004 1:00PM

Aaron A. Farmer, P.A.

No.1259 P. 6

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING
THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

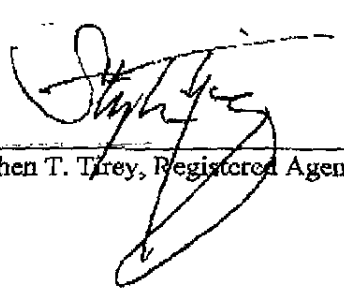
THE SOUTHWEST FLORIDA LEADERSHIP FOUNDATION, INC.

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

Stephen T. Tirey
1520 Royal Palm Square Blvd., Suite 210
Fort Myers, FL 33919

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.

Dated: September 13, 2004


Stephen T. Tirey, Registered Agent

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