

NO9000007331

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



200158673912

07/27/09--01017--021 \*\*87.50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2009 JUL 27 A 11:12

FILED

JUL 29 2009  
D. A. WHITE

**COVER LETTER**

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

**SUBJECT:** GREATER SW FLORIDA PARADISE IOWA CLUB, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is 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

**ADDITIONAL COPY REQUIRED**

FROM: JUSTIN D. MCBRIDE  
Name (Printed or typed)

5127 SW 18TH AVE  
Address

CAPE CORAL, FL 33914  
City, State & Zip

239-677-1354  
Daytime Telephone number

mcbride\_justin@hotmail.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**  
**Greater SW Florida Paradise Iowa Club, Inc.**

ORIGINAL  
FILED

The undersigned Incorporators, desiring to form a corporation pursuant to the provisions of Chapter 617, Florida Statutes, as amended, the "Florida Not For Profit Corporation Act", adopt the following Articles of Incorporation and certifies as follows:

**ARTICLE I - NAME**

The name of this Corporation is Greater SW Florida Paradise Iowa Club, Inc., hereinafter referred to as the "Corporation" or the "Iowa Club".

2001 JUL 27 A 11:12

**ARTICLE II - PRINCIPAL OFFICE and GEOGRAPHIC REGION**

Section 2.1 - Principal Office. The principal place of business of the corporation is:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5127 SW 18 <sup>th</sup> Ave	Cape Coral, FL, 33914
------------------------------	-----------------------

The post office address of the principal office of the Corporation is:

PO BOX 1411	Ft. Myers, FL 33902
-------------	---------------------

Section 2.2 - The geographic area to be served by the Iowa Club shall include ZIP Code Regions 339 and 341 within the State of Florida (the "Geographic Region"). The Geographic Region may be modified from time to time as determined by the Board of Directors of the Iowa Club ("Board") with the prior written approval of the President of the University of Iowa Alumni Association ("UIAA") or his/her designee.

**ARTICLE III - PURPOSES**

The purposes for which the Corporation is formed are as follows:

Section 3.1. The Corporation is organized exclusively for tax exempt purposes to act as a "social club" for the pleasure, recreation, and other similar nonprofit purposes of its members within the meaning and as permitted by 501(c)(7) of the Internal Revenue Code of 1986 and related regulations, or the corresponding provisions of any future United States Internal Revenue Law ("Tax Laws").

Section 3.2. Subject to purpose set forth in Section 2.1 of this Article II, the Corporation has the following objectives:

The Iowa Club is to encourage and cultivate interaction among graduates, former students and friends of the University (collectively referred to as "Alumni") residing in the Geographic Region, and in so doing generally advance the interests and promote the welfare of the University of Iowa ("University") and the UIAA. To this end the Iowa Club will:

- a. Establish a membership of Alumni in the Geographic Region who share common enthusiasm for the purposes of the Iowa Club;
- b. Promote opportunities for fellowship among Alumni;
- c. Promote the loyalty of Alumni to the University;
- d. Provide activities and programs that create opportunities for Alumni to interact with the community while supporting the University and its students, faculty and staff;
- e. Encourage Alumni to become members of the UIAA; and
- f. Assist Alumni in other meaningful ways to engage with each other and in the life of the University.

**ARTICLE IV - POWERS**

Section 4.1. This Corporation shall possess and exercise all of the rights, powers and privileges now or hereafter conferred upon non-profit corporations under the Florida Not For Profit Corporation Act that are suitable and proper for the accomplishment of the Corporation's purposes or the furtherance of any of the powers of the Corporation.

Section 4.2. All powers of this Corporation shall be exercised only so that the activities of the Iowa Club shall be exclusively within the contemplation of Section 501(c)(7) of the Tax Laws.

Section 4.3. Notwithstanding any other provisions of these Articles this Corporation shall not carry on any activity not permitted to be carried on by a corporation that is exempt from federal income taxes under Section 501(c)(7) of the Tax Laws.

**ARTICLE V - SEAL**

The Corporation shall not have a corporate seal.

**ARTICLE VI - PERIOD OF EXISTENCE**

The period of duration of the Corporation shall be perpetual.

**ARTICLE VII - RESIDENT AGENT**

The name of the Corporation's Resident Agent for service of process is Justin D. McBride. The resident Agent's address is:

5127 SW 18<sup>th</sup> Ave.  
Cape Coral, FL 33914

Section 6.2. Change in Agent or Office. The registered agent and/or office may be changed from time to time by resolution of the Board of Directors and the filing of a statement of change in compliance with applicable provisions of the Florida Not For Profit Corporation Act.

**ARTICLE VIII - MEMBERS**

This Corporation shall have Alumni members whose membership requirements shall be as specified in its Bylaws.

**ARTICLE IX – CAPITAL STOCK**

This Corporation shall have no authority to issue capital stock

**ARTICLE X - BOARD OF DIRECTORS**

Section 10.1. Board of Directors. The management and direction of the activities and affairs of this Corporation shall be vested in a Board of Directors. The number, qualifications, term of office, method of election, powers, authority, and duties of the Directors of this Corporation, the time and place of their meetings and such other provisions with respect to the Directors as are not inconsistent with the express provisions of these Articles of Incorporation, Florida Not For Profit Corporation Act or Tax Laws shall be as specified in the Bylaws of the Corporation.

Section 10.2. Initial Directors. The initial Board of Directors of the Corporation is composed of eight (8) members. Names and post office addresses of the initial Board of Directors are:

Name	Address
Justin D. McBride	5127 SW 18 <sup>th</sup> Ave, Cape Coral, FL 33914
Ken Jandik	5251 Westminster Drive, Fort Myers, FL 33919
Amber Jandik	5251 Westminster Drive, Fort Myers, FL 33919
Greg Maaske	3906 13 <sup>th</sup> Street SW, Lehigh Acres, Florida 33976
Shannon Maaske	3906 13 <sup>th</sup> Street SW, Lehigh Acres, Florida 33976
Kevin Helderfer	23640 Walden Ctr Dr. #306, Bonita Springs, FL 34134

Section 10.3. Initial Term. The term of office of each initial Director shall be until such Director's successor shall have been elected or otherwise shall qualify as provided in the Corporation's Bylaws.

**ARTICLE XI – INCORPORATOR**

The name and post office address of the incorporator of the Corporation are:

Name	Address
Justin D. McBride	5127 SW 18 <sup>th</sup> Ave, Cape Coral, FL 33914

**ARTICLE XII - PROVISIONS FOR REGULATION AND CONDUCT OF THE AFFAIRS OF THE CORPORATION**

Provisions for the regulation and conduct of the affairs of the Corporation that define, limit and/or regulate the purposes and powers of the Corporation and the authority of its Directors, officers and members are as follows:

Section 12.1. Prohibition against Discrimination. The Corporation shall engage in no activity that discriminates against or harasses any person based on race, color, creed, religion, gender, national origin, age, marital status or sexual orientation.

Section 12.2. Restriction on Lobbying and Political Activities. The Corporation, except to the extent permitted by Section 501(h) of the Tax Laws, shall not in any manner or to any extent carry on propaganda, lobbying or otherwise attempt to influence legislation. The Corporation shall not in any manner participate or intervene in (including the publishing or distributing of statements concerning) any political campaign on behalf of any candidate for public office or any ballot issue, nor shall the Corporation carry on any other political activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Tax Laws.

Section 12.3. Restriction upon Net Earnings. The Corporation shall have no capital stock, either authorized or issued. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any Director, officer, member or other private individual. This prohibition shall not preclude reimbursement of authorized expenses advanced by such individuals on behalf of the Corporation, nor shall it preclude reasonable compensation for services rendered to or for the Corporation to further its purposes. No Director, officer, member or other private individual shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation or otherwise, except that moneys loaned or advanced to the Corporation by a Director, officer or member in furtherance of one or more of the Corporation's purposes may be repaid without interest.

Section 12.4. Restrictions upon Acceptance of Gifts. No gifts or other contributions to the Corporation shall be accepted by the Corporation if the use or expenditure of such gift or other contribution is subject to any condition that is inconsistent with the purposes of the Corporation as stated in these Articles.

Section 12.5. Interest of Directors or Officers in Contracts. Any contract or other transaction between the Corporation and 1) any of its Directors or officers, 2) any firm of which any of the Corporation's Directors or officers is an employee or owns a 5% or greater interest, or 3) another corporation or association in which any of the Corporation's Directors or officers is also a shareholder of a 5% or greater interest, Director or officer, shall be valid for all purposes, notwithstanding the presence of such Director, officer or member at the meeting of the Board of Directors of the Corporation at which the contract or transaction was approved, if the fact of such interest shall have been disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the disinterested Directors present or such greater vote of Directors as may be required by the Act; provided, however, that any such contract or transaction shall be at arm's length and not violate any of the proscriptions of these Articles against the Corporation's use or application of its funds for private benefit.

Section 12.6. Prohibition against Compensation and Loans. No Director or officer of the Corporation shall receive compensation for his/her services as Director or officer. The Corporation shall not lend money to or guarantee the personal obligations of any Director, officer or member.

Section 12.7. Execution of Documents. Instruments or contracts having or requiring the acknowledgment of this Corporation shall be sufficiently executed if signed by any two persons serving as officers or as may be otherwise authorized by Resolution of the Board of Directors.

Section 12.8. Distribution of Assets upon Dissolution. Upon the dissolution of the Corporation any assets remaining after payment or provision for payment of all its debts and liabilities shall, in accordance with the Florida Not For Profit Corporation Act and 501(c)(3) Tax Laws be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable, educational, or scientific purposes and that is tax exempt under Section 501(c)(3) of the Tax Laws, with a preference for distribution to the UIAA if so qualified and, if not, then to the University or the University of Iowa Foundation.

**ARTICLE XIII - BYLAWS**

The power to make, alter, amend or repeal the Bylaws of the Corporation is hereby vested in the Directors of the Corporation, subject to the Approval of the UIAA. The Bylaws of the Corporation may contain any provision for the regulation and management of the affairs of the Corporation that is not inconsistent with the Florida Not For Profit Corporation Act, 501(c) (7) Tax Laws and these Articles of Incorporation.

**ARTICLE XIV - NON-LIABILITY OF DIRECTORS**

To the full extent permitted by Authorizing Law, a Director of the Corporation shall have immunity and shall not be liable to the Corporation or to others for his/her acts or omissions as a Director, except liability for any of the following: (1) the amount of a financial benefit received by a Director to which the Director is not entitled; (2) an intentional infliction of harm on the Corporation; (3) a violation of the unlawful distribution provisions of the Florida Not For Profit Corporation Act; (4) an intentional violation of law, or (5) any other exception under the Florida Not For Profit Corporation Act. If the Florida Not For Profit Corporation Act is later amended to authorize the further elimination or limitation of the liability of Directors, then, the liability of a Director of the Corporation shall automatically, without any further action by the Corporation, be eliminated or limited to the full extent of such amendment. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation on the personal liability or any other right or protection of a Director of the Corporation with respect to any state of facts existing at or prior to the time of such repeal or modification.

**ARTICLE XV - INDEMNIFICATION OF DIRECTORS**

The Corporation shall indemnify a Director for liability to any person for any act or omission as a Director, except liability for any of the following: (1) receipt of a financial benefit by a Director to which the Director is not entitled; (2) an intentional infliction of harm on the Corporation or others; (3) a violation of any unlawful distribution provisions of the Florida Not For Profit Corporation Act; (4) an intentional violation of law, or (5) any other exception under the Florida Not For Profit Corporation Act. The Corporation shall exercise all of its permissive powers as often as necessary to so indemnify and advance expenses to its Directors to the fullest extent permitted by the Florida Not For Profit Corporation Act. If the Florida Not For Profit Corporation Act is later amended to authorize broader indemnification, then the indemnification obligations of the Corporation shall be deemed amended automatically, without any further action of the Corporation, to require indemnification and advancement of funds to pay for or reimburse expenses of its Directors to the fullest extent permitted by such amendment. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any indemnification obligations of the Corporation with respect to any state of facts existing at or prior to the time of such repeal or modification.

**ARTICLE XVI - AMENDMENTS/DISSOLUTIONS**

These Articles shall be amended or the Corporation dissolved only by a 2/3 majority vote of the Directors of the Corporation at either a regular or special meeting of the Board of Directors subject to any requirements of notice contained in the Bylaws of the Corporation.

**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.

[Signature]

7/23/09  
Date

Justin D. McBride  
[Printed Name]

IN WITNESS WHEREOF, the undersigned incorporators hereby execute these Articles of Incorporation.

**INCORPORATOR:**

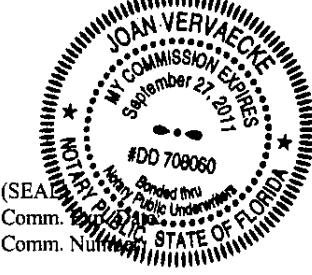
[Signature]

7/23/09  
Date

Justin D. McBride  
[Printed Name]

STATE OF FLORIDA  
COUNTY OF LEE

THE FOREGOING INSTRUMENT, was on the 23rd day of July, 2009, signed by the said Justin D. McBride, as incorporator,  who is personally known to me or ( ) who produced \_\_\_\_\_ as identification.



[Signature]  
Notary Public  
Printed Name of Notary: JOAN VERVAECKE

FILED  
JUL 27 AM 11:12  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE