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FLORIDA PROFIT/NON PROFIT CORPORATION
BONITA SPRINGS DOWNTOWN ALLICANCE INC.

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**ARTICLES OF INCORPORATION
OF
BONITA SPRINGS DOWNTOWN ALLIANCE INC.
(A Corporation Not-For-Profit)**

The undersigned, for the purpose of forming a corporation not-for-profit under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation (the "Corporation") is **BONITA SPRINGS DOWNTOWN ALLIANCE, INC.**

ARTICLE II

The principal office and mailing address of the Corporation is 9220 Bonita Beach Road, Suite 206, Bonita Springs, Florida 34135.

ARTICLE III

The Corporation is organized exclusively as a business league within the meaning of § 501(c)(6) 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. In particular, the Corporation is organized as a limited member business league whose members promote co-operation in all matters of interest to the business owners in, and proximate to, the Downtown Bonita Springs Town Center Redevelopment area, stimulate awareness of the businesses and services available in the Downtown Bonita Springs Town Center Redevelopment area, attract additional businesses to the Downtown Bonita Springs Town Center Redevelopment area, participate in shaping the current and emerging business environment to promote high-quality products and services, and perform any act incidental to, or in connection with, the foregoing purposes.

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 § 501(c)(6) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

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ARTICLE IV

The Corporation shall have two classes of dues paying members consisting of such individual or individuals admitted as members from time to time by the Board of Directors in accordance with the provisions set forth in the Bylaws of the Corporation. The qualifications and rights of the members shall be as set forth in the Bylaws of the Corporation. The members shall have no right, title or interest whatsoever in the income, property or assets of the Corporation, nor shall any portion of such income, property or assets be distributed to any member upon the dissolution or winding up of this Corporation. Members of this Corporation shall not be personally liable for the debts, liabilities or obligations of the Corporation.

ARTICLE V

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 of the Corporation. The names and addresses of the persons who are to serve as initial Directors until their successors are elected, are:

- | | |
|----------------|--|
| James Adams | 27420 Old 41 Road
Bonita Springs, Florida 34134 |
| John Paeno | 27313 Old 41 Road
Bonita Springs, Florida 34135 |
| Robert Bachman | 26620 Old 41 Road
Bonita Springs, Florida 34135 |

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ARTICLE VI

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 their successors are elected are:

- | | |
|------------------|----------------|
| James Adams | President |
| John Paeno | Vice President |
| Dennis E. Gilkey | Secretary |
| Robert Bachman | Treasurer |

ARTICLE VII

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

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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 VIII

The name and address of the Corporation's registered agent is:

Donna M. Flammang, Esq.
Brennan, Manna & Diamond, P.L.
27200 Riverview Center Blvd., Suite 310
Bonita Springs, Florida 34134

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ARTICLE IX

These Articles may be amended as provided in the Bylaws.

ARTICLE X

Upon the liquidation or dissolution of the Corporation, assets, remaining after payment (or provision of payment) of all liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of § 501(c)(6) or § 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI

The name and address of the incorporator is:

Dennis E. Gilkey
9220 Bonita Beach Road, Suite 206
Bonita Springs, Florida 34135

ARTICLE XII

Section 1. Prohibition on Private Inurement. Notwithstanding any other provision of these Articles to the contrary, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

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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. Tax-Exempt Status. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under § 501(c)(6) of the Code.

ARTICLE XIII

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

IN WITNESS WHEREOF, the undersigned incorporator, has hereunto set his hand and seal this ~~8th~~ day of January, 2016, for the purpose of forming this Corporation not-for-profit under the Florida Not For Profit Corporation Act.

By: 
Dennis E. Gilkey, Incorporator

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF § 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: BONITA SPRINGS DOWNTOWN ALLIANCE, INC.
- 2. The name and address of the registered agent is:

Donna M. Flammang, Esq.
 Brennan, Manna & Diamond, P.L.
 27200 Riverview Center Blvd., Suite 310
 Bonita Springs, Florida 34134

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.

Registered Agent



 Donna M. Flammang

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