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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF THE
NAPLES DESIGN DISTRICT, INC.**

Naples Design District, Inc. (the "Corporation") was incorporated as a not-for-profit corporation under the laws of the State of Florida on March 15, 2018. The Corporation now desires to amend and restate its Articles of Incorporation in their entirety. The following Amended and Restated Articles of Incorporation of the Corporation were duly adopted at a meeting of the Board of Directors and Members on MARCH 2ND, 2022, at which a quorum was present. The Amended and Restated Articles of Incorporation received at least a majority of the votes of the Members entitled to cast a vote.

Pursuant to Chapter 617 Florida Statutes, the Articles of Incorporation of the Corporation are hereby amended and fully restated as follows:

**ARTICLE I
NAME**

The name of this corporation shall be Naples Design District, Inc. (the "Corporation").

**ARTICLE II
PURPOSE**

The Corporation is organized and shall at all times be operated exclusively for the purposes of fostering the stabilization and improvement of the retail business special assessment district known as the "NAPLES DESIGN DISTRICT" (the "District") that is located in the City of Naples, Florida (the "City"), through the promotion, management, marketing, and other similar activities in the District, as permitted within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") (the "Corporation's 501(c)(6) Exempt Purposes").

The Corporation's activities shall be to undertake and/or support, directly or indirectly, such projects, programs, services, and activities, at such times and in such places, as the Board of Directors of the Corporation determines are appropriate to carry out, promote, or further the Corporation's 501(c)(6) Exempt Purposes. It is intended that the Corporation shall be exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(6) of the Code.

Solely for the above purposes, the Corporation is to do any and all things necessary or incident to the foregoing and to exercise all rights and powers conferred by the laws of the State of Florida on not-for-profit corporations.

**ARTICLE III
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Corporation shall be 111 10th Street South, Suite 214, Naples, Florida 34102.

**ARTICLE IV
NOT-FOR-PROFIT**

The Corporation is a not-for-profit corporation under the provisions of Chapter 617, Florida Statutes and shall not have or issue shares of stock.

**ARTICLE V
REGISTERED AGENT**

The registered agent of the Corporation shall be HL Statutory Agent, Inc., 5811 Pelican Bay Boulevard, Suite 650, Naples, Florida 34108.

**ARTICLE VI
MANAGEMENT**

The Corporation shall have no members and all authority for management of the affairs of the Corporation shall be vested in its Board of Directors, whose election, term of office, qualifications and duties shall be as set forth in the Bylaws. The number of directors constituting the Board of Directors shall be as provided in the Bylaws.

**ARTICLE VII
DURATION**

The period of the Corporation's duration is perpetual.

**ARTICLE VIII
AMENDMENT**

These Articles may be amended as provided in the Bylaws.

**ARTICLE IX
NOT-FOR-PROFIT STATUS**

(a) No part of the earnings of the Corporation shall inure to the benefit of, or be distributed to the Corporation's members, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

(b) Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from Federal income tax under Section 501(c)(6) of the Code.

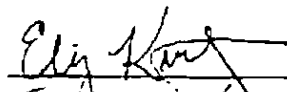
**ARTICLE X
TERMINATION AND DISSOLUTION**

If (a) the District is abolished, (b) the Corporation ceases to be a not-for-profit corporation under Chapter 617, Florida Statutes, or (c) any agreement with the City containing restrictions on the use of funds granted to the Corporation from the City is terminated for any reason, the Corporation's assets shall be disposed as follows: (i) the Corporation shall distribute to the City any remaining assets that were acquired solely with funds transferred by the City to the Corporation and (ii) the City shall have the right to purchase all other assets of the Corporation for each asset's cost of acquisition. Any assets of the Corporation not distributed or sold to the City shall remain the property of the Corporation and be distributed as set forth herein.

The Corporation may be liquidated or dissolved at any time. Upon the winding up and dissolution of the Corporation, all the Corporation's assets remaining after payment or adequate provision for the lawful debts and obligations of the Corporation and the expenses of its liquidation or dissolution as provided in the above paragraph shall be distributed (i) for such of the Corporation's 501(c)(6) Exempt Purposes and in such manner and proportions as are provided for in the plan of distribution of assets adopted by the Corporation, or (ii) to the federal government, or (iii) to a state or local government for a public purpose, or (iv) by the Circuit Court of the Judicial Circuit in which the principal office of the Corporation is then located (or any court of competent jurisdiction if the principal office of the Corporation is then located outside the State of Florida), exclusively for such of the Corporation's 501(c)(6) Exempt Purposes having similar purposes as the court shall determine.

The undersigned Chair of the Board of Directors of the Corporation has executed these Amended and Restated Articles of Incorporation on March 2nd, 2022.

Naples Design District, Inc.
a Florida not-for-profit corporation

By: 
Name: ELINOR KURTZ
Title: PRESIDENT OF NAPLES DESIGN DISTRICT

NAPLES DESIGN DISTRICT, INC.

ACCEPTANCE OF REGISTERED AGENT

The Corporation hereby changes the name and address of its current registered agent to HL Statutory Agent, Inc., 5811 Pelican Bay Boulevard, Suite 650, Naples, Florida 34108 as the registered agent of the Corporation, hereby consents to accept service of process for the Corporation at the address set forth above, and accepts the appointment as registered agent and agrees to act in this capacity. By its authorized signature below, the registered agent agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties. By the authorized signature below, the registered agent signifies that it is familiar with and accepts the obligations of the position of registered agent as provided in Florida Statutes Chapter 617.

REGISTERED AGENT:

HL Statutory Agent, Inc.

By: 

Date: March 2, 2022