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(Requestor's Name)

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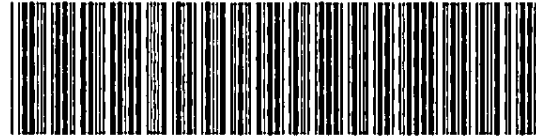
(Business Entity Name)

(Document Number)

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ATLANTA, GA

D. O'KEEFE

DEC 19 2022

## COVER LETTER

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

Friends of Bonita Estero Rail Trail, Inc.

**SUBJECT:** \_\_\_\_\_  
(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**

Robert A. Orton

FROM: \_\_\_\_\_  
Name (Printed or typed)

25690 Streamlet Court

\_\_\_\_\_  
Address

Bonita Springs, Florida 34135

\_\_\_\_\_  
City, State & Zip

919-604-0146

\_\_\_\_\_  
Daytime Telephone number

pilotrob17@gmail.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  
OF  
Friends of Bonita Estero Rail Trail, Inc.**

**(A Florida Corporation Not-For-Profit)**

The undersigned, acting as the incorporator of a corporation pursuant to Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation and forms a not-for-profit corporation as follows:

**ARTICLE I  
CORPORATION NAME AND EFFECTIVE DATE**

The name of this corporation is Friends of Bonita Estero Rail Trail, Inc. hereafter "Corporation". The principal office or headquarters for the transaction of business shall be located at 25690 Streamlet Ct, Bonita Springs, located within the County of Lee and State of Florida.

The effective date of this Corporation is: January 1<sup>st</sup>, 2023

**ARTICLE II  
PRINCIPLE OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this Corporation is: 25690 Streamlet Court, Bonita Springs, Florida 34135

**ARTICLE III  
DURATION**

The period of duration is perpetual.

**ARTICLE IV  
CORPORATE NATURE**

This is a corporation not for profit, organized solely for the general charitable and education purposes pursuant to the Florida Not for Profit Corporation Act as set forth in Chapter 617 of the Florida Statutes.

**ARTICLE V  
PURPOSE**

5.1 Organizational Purposes: The Corporation is organized exclusively for the following purposes:

5.1.1 To support, promote, enhance and protect the Bonita Estero Rail Trail and its connectors now and for future generations and for all other lawful purposes. The Bonita Estero Rail Trail traverses the unused Seminal Gulf Coast north to south rail line in Lee County Florida beginning at its northern most point that intersects Alico Road, running south to its southern most point that intersects Bonita Beach Road;

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LEE COUNTY CLERK

5.1.2 To sponsor, promote and undertake exclusively the charitable activities as an exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") that will focus on supporting the charitable, community and educational needs of the residents of Southwest Florida area, as permitted by section 501(c)(3) of the Code;

5.1.3 To receive and administer funds and gifts made of charitable, educational or other purposes as permitted by Section 501(c)(3) of the Code and, to that end, take title to and hold by contract, bequest, devise, gift, purchase or lease either absolutely or in trust, any property, real, personal and mixed, without limitations as to amounts or value, except as such limitations may be imposed by law;

5.1.4 To carry out, promote, and foster, by all legal means within its power, charitable, educational and community service activities in general; and, to accomplish such goals either directly or through the assistance with and collaboration of third parties;

5.1.5 To acquire, in accordance with the laws of the United States of America, whatever property and rights the Corporation deems necessary to establish its existence and perform and achieve its purpose;

5.1.6 To engage in whatever actions, agreement, and contracts it deems necessary to achieve its purposes, including acts of ownership, administration and defense of its property and rights;

5.1.7 To support initiatives relating to the objectives referenced above; and

5.1.8 To engage in any other activities which further its purposes.

**ARTICLE VI**  
**BOARD OF DIRECTORS AND MANNER OF ELECTION**

The powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons nor more than thirteen (13) persons. The number of Directors of the Corporation may be increased or decreased by an amendment to the Bylaws for such purpose duly adopted by the Board of Directors.

The Directors of this Corporation shall hold office for a period of one (1) year, at which time the elections of the Directors shall be held in accordance with the directives of the Bylaws.

Any action required or permitted to be taken by the Board of Directors under any provision of the law may be taken without a meeting according to the provisions in the Bylaws.

The names and addresses of the members of the Board of Directors, of this Corporation, at the time of these amendments who shall serve until their successor(s) are duly elected and qualified are:

Orton, Deborah I.  
25690 Streamlet Ct  
Bonita Springs, Florida 34135

Porter, Emily S.  
25540 Inlet Way Ct  
Bonita Springs, Florida 34135

Bennington, Craig A.  
12516 Water Oak Dr  
Estero, Florida 33928

**ARTICLE VII**  
**501(C)(3) LIMITATIONS**

- A. **CORPORATE PURPOSES:** Notwithstanding and other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal corporate income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law), or by a corporation, contribution to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United State Revenue law).
- B. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and education purposes.
- C. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers or members thereof (if any), or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and education purposes, no part of which shall inure to the benefit of any individual.
- D. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office.
- E. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to one or more organization recognized as exempt from federal corporate income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, to be used exclusively for charitable or educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws. To the extent the assets are not distributed to tax-exempt organizations, the assets shall be distributed to federal, state or local governments for public purposes. Any such assets not so disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organization or organizations as such court shall determine, so long as such organization or organizations are recognized as exempt from federal corporate income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws.

F. PRIVATE FOUNDATION STATUS: In the event that this Corporation shall become a "private foundation" within the meaning of Section 509 of the Internal Revenue Code, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

**ARTICLE VIII**  
**AMENDMENT TO ARTICLES**

Amendments to these Articles of Incorporation may be made by resolution adopted by two-thirds vote of the members of the Board of Directors. Notwithstanding the foregoing, the Directors of the Corporation shall not cause any amendment of alteration of the Articles of Incorporation or Bylaws to be made which would alter the intention and purposes expressed in Article V or which would conflict with the provisions of the Article VII of these Articles of Incorporation.

**ARTICLE IX**  
**AMENDMENT TO BYLAWS**

The initial Bylaws of this Corporation shall be made, adopted and implemented by a majority of vote of the Board of Directors. Thereafter, the Bylaws of this Corporation may be made, altered, rescinded, added to, amended, or new Bylaws adopted, by a resolution of a majority of vote of the members of the Board of Directors.

**ARTICLE X**  
**CORPORATE GOVERNANCE**

All other matters regarding Corporation's rules of corporate governance are contained within Corporation's bylaws.

**ARTICLE XI**  
**INDEMNIFICATION**

The Corporation does hereby indemnify any and all Directors, Officers, employees, Incorporators of the corporation from any and all liability with regards to the corporation and the business of the corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the corporation, or as otherwise provided under applicable Florida State Corporation Statute.

**ARTICLE XII**  
**REGISTERED AGENT AND OFFICE**

The address of the Corporations initial registered office shall be 25690 Streamlet Court, Bonita Springs, Florida 34135, and the name of the initial registered agent at said address shall be Orton, Robert A.

**ARTICLE XIII**  
**INCORPORATOR**

The name and residence of the Incorporator of this Corporation is as follows:

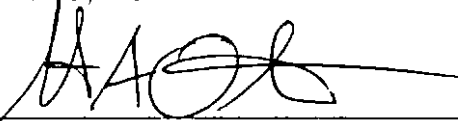
<b><u>Name</u></b>	<b><u>Address</u></b>
Orton, Robert A.	25690 Streamlet Court, Bonita Springs, Florida 34135

Having been named Registered Agent to accept the service of process for the above stated Corporation. at a place designated in these Article of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Robert A. Orton (Registered Agent)

12-10-2022  
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

  
\_\_\_\_\_  
Robert A. Orton (Incorporator)

12-10-2022  
Date

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TALLAHASSEE, FLORIDA