

NR 0000001420

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

600001739326
-03/12/96--01079--015
*****61.25 *****61.25

600001739326
-03/12/96--01079--016
*****78.75 *****78.75

SUBJECT: The Southwest Florida Quilter's Guild
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and ⁽²⁾ check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

78.75
+
61.25

FROM: PATRICIA A. MUDING
Name (Printed or typed)

5875 WILD OAK DRIVE TERRACE
Address

FORT MYERS, FL 33919
City, State & Zip

941-432-5114
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

56 MAR 11 AM 9:28

FILED

1961-1168/B/B 16

NOTE: Please provide the original and one copy of the articles.

2-ans
1-cc

ARTICLES OF INCORPORATION OF
SOUTHWEST FLORIDA QUILTERS GUILD, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

FILED
96 MAR 11 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be Southwest Florida Quilters Guild, Inc. The principal address of the corporation at the time of incorporation is 5875 Wild Olive Terrace, Ft Myers, Florida 33919, City of Ft. Myers, County of Lee, Florida.

ARTICLE II. DURATION

The duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence on the date these articles of incorporation are filed by the Department of State.

ARTICLE III. PURPOSE

(a) The object (purpose) of this organization shall be to create, stimulate, maintain and record an interest in all matters pertaining to the making, collection and preserving of quilts and to establish and promote educational and philanthropic endeavors through quilts. The policies of the Southwest Florida Quilters Guild shall be in harmony with the policies of the National Quilters' Association.

(b) This corporation is formed and shall be operated exclusively for pleasure, and other nonprofit purposes. No part of any net earnings shall inure to the benefit of any member, trustee, or officer of the corporation except as provided by law.

(c) This corporation shall have and exercise all powers conferred upon not for profit corporations under the laws of the State of Florida generally, specifically as provided in Section 617.021 of the Florida Not For Profit Corporation Act, provided, however, that this corporation has no power to engage in any activity that in itself is not in furtherance of its purposes as set forth in subparagraphs (a) through (b) of this Article III.

ARTICLES IV. QUALIFICATION AND ADMISSION OF MEMBERS

The authorized number, qualifications, manner of admission of members of this corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, the liability of members for dues and/or assessments and the method of collection thereof, and the termination and transfer of membership shall be set forth in the bylaws of this corporation.

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's initial registered office is 5875 Wild Olive Terrace, Ft Myers, Florida 33919, and the name of the corporation's initial registered agent at such address is Patricia Nuding.

ARTICLE VI. FIRST BOARD OF DIRECTORS

The following persons shall serve the corporation as directors until the first annual meeting called to elect directors:

NAME	ADDRESS
Patricia Nuding	5875 Wild Olive Terrace Ft Myers, Florida 33919
Vickie Oliver	18420 Deep Passage Lane Ft. Myers Beach, Florida 33931
Judi McCall	1373 Stadler Street Ft. Myers, Florida 33901
Cindy Rhoades	8308 Cypress Drive North Ft Myers, Florida 33912
Judith Sus	619 South East Second Avenue Cape Coral, Florida 33990

ARTICLE VII. BASIS UNDER WHICH CORPORATION ORGANIZED

This corporation is organized under a non-stock basis.

The corporation is a not for profit corporation as defined by the Not For Profit Corporation Act in Section 617.01 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and its net earnings nor any part thereof is distributable to, its members, directors, officers, or other private persons except as specifically permitted under the provisions of the Florida Not For Profit Corporation Act.

ARTICLE VIII. MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of five (5) directors. The number of directors provided for in these Articles of Incorporation may be changed by an amendment to the bylaws adopted by the members entitled to vote, as provided in the bylaws.

(b) Election of Directors. The method of electing the directors shall be as set forth in the bylaws.

(c) Elective Officers. The officers of this corporation shall be a President, First Vice President, Second Vice President serving as Program Chairman, Secretary, Treasurer. Other offices and officers may be established or appointed by the members of this corporation at any regular annual meeting or any special meeting of members called for such purpose. The qualifications, the time and manner of electing or appointing, the duties of, the term of office, and the manner of removing officers shall be as set forth in the bylaws.

ARTICLE IX. INCORPORATORS

The name and address of each incorporator are as follows:

NAME	ADDRESS
Patricia Nuding	5875 Wild Olive Terrace Ft Myers, Florida 33919
Vickie Oliver	18420 Deep Passage Lane Ft. Myers Beach, Florida 33931
Judi McCall	1373 Stadler Street Ft. Myers, Florida 33901
Cindy Rhoades	8308 Cypress Drive North Ft Myers, Florida 33912
Judith Sus	619 South East Second Avenue Cape Coral, Florida 33990

ARTICLE X. INCOME FROM PUBLIC EVENTS

If this corporation holds any events in which members of the general public are invited to participate for a fee, the net proceeds, if any, attributable to such participation by nonmembers will be paid over to an organization that is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 on an annual basis, unless this corporation itself is a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE XI. BYLAWS

Bylaws will be hereafter adopted at the first meeting of the board of directors. Such bylaws may be amended, repealed, in whole or in part, by the members in the manner provided in the bylaws. Any amendments to the bylaws shall be binding on all members of this corporation.

ARTICLE XII. AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be proposed by the resolution adopted by the board of directors and presented to a quorum of the voting members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of the voting members of the corporation.

ARTICLE XIII. DISTRIBUTION ON DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) or 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of such code as subsequently amended, or to the federal, state, or local government to be used exclusively for public purposes.

ARTICLE XIV. UNINCORPORATED NAME

The name of the unincorporated association that is being incorporated is Southwest Florida Quilters Guild.

In witness whereof, the undersigned incorporators have executed these articles of incorporation on _____.

Patricia A. Nuding
Patricia Nuding

Vickie Oliver
Vickie Oliver

Judi McCall
Judi McCall

Cindy Rhoades
Cindy Rhoades

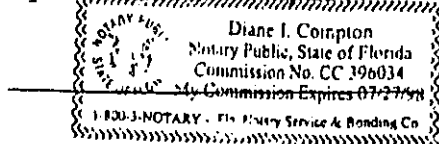
Judith Sus
Judith Sus

STATE OF FLORIDA

COUNTY OF Lee

I, Diane I. Compton, a Notary Public, do hereby certify that on the 20th day of February, 1996, personally appeared before Patricia Nuding, who, being by me first duly sworn, declared that they are the persons who signed the forgoing document as incorporators, and that the statements therein contained are true.

My commission expires:



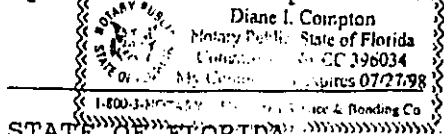
Diane I. Compton
Notary Public

STATE OF FLORIDA

COUNTY OF Lee

I, Diane I. Compton, a Notary Public, do hereby certify that on the 20th day of February, 1996, personally appeared before Vickie Oliver, who, being by me first duly sworn, declared that they are the persons who signed the forgoing document as incorporators, and that the statements therein contained are true.

My commission expires:



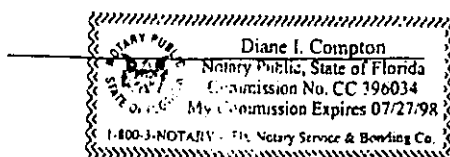
Diane I. Compton
Notary Public

STATE OF FLORIDA

COUNTY OF Lee

I, Diane I. Compton, a Notary Public, do hereby certify that on the 20th day of February, 1996, personally appeared before Judi McCall, who, being by me first duly sworn, declared that they are the persons who signed the forgoing document as incorporators, and that the statements therein contained are true.

My commission expires:



Diane I. Compton
Notary Public

STATE OF FLORIDA

COUNTY OF Lee

I, Diane I. Compton, a Notary Public, do hereby certify that on the 20th day of February, 1996, personally appeared before Cindy Rhoades, who, being by me first duly sworn, declared that they are the persons who signed the forgoing document as incorporators, and that the statements therein contained are true.

My commission expires:

1-800-3-NOTARY - Fla. Notary Service & Bonding Co.

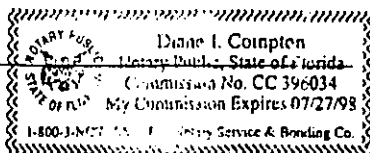
Diane I. Compton
Notary Public

STATE OF FLORIDA

COUNTY OF Lee

I, Diane I. Compton, a Notary Public, do hereby certify that on the 20th day of February, 1996, personally appeared before Judith Sus, who, being by me first duly sworn, declared that they are the persons who signed the forgoing document as incorporators, and that the statements therein contained are true.

My commission expires:


1-800-3-NOTARY - Fla. Notary Service & Bonding Co.

Diane I. Compton
Notary Public

**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 Quilter's Club
(must include suffix)

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

PATRICIA A. NUDING
(NAME)

5875 ROAD OLIVE TERRACE
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

FORT MYERS, FL 33911
(CITY/STATE/ZIP)

FILED
96 MAR 11 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Patricia A. Nuding
(SIGNATURE)

SEP 30, 1996
(DATE)

N 96000001420

Thanks very much for
your help the other day.
Would you please mail
the results to my
address, its faster?

Thanks again,
Pat Hudong

Patricia A. Nuding
5875 Wild Olive Terrace
Fort Myers, FL 33919

OFFICE USE ONLY

3ER(S) (if known):

(Document #)

(Document #)

(Document #)

(Document #)

☐ Certified Copy

☐ Certificate of Status

SEP 20 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9-24

Profit
NonProfit
Limited Liability
Domestication
Other

Amendment
Resignation of R.A., Officer/Director
Change of Registered Agent
Dissolution/Withdrawal
Merger

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/ QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

Amendment
9-24-96

Examiner's Initials

[Signature]

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

55 SEP 20 AM 11:35
WILLIAMSON COUNTY, TENN.

Southwest Florida Quilters Guild, Inc. # 51-1461936

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

At the request of THE IAS

— Deleted Article III, Section B

"This corporation is formed and shall be operated exclusively for pleasure, recreation or nonprofit purposes."

— Replaced Article III with the following (Previous Article is attached)

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

SECOND: The date of adoption of the amendment(s) was: Sept 17, 1996

THIRD: Adoption of Amendment (CHECK ONE)

☐ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

☒ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

Southwest Florida Quilters Guild, Inc.
Corporation Name

Patricia A. Nunez
Signature of Chairman, Vice Chairman, President or other officer

PATRICIA A NUNEZ
Typed or printed name

PRESIDENT 9/18/1996
Title Date