

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

N980000004530

*Collier County Visitors &
Convention Bureau, Inc.*

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-08/06/98-01037-007
***122.50 ***122.50

Signature _____

Requested by: *Ches*

Name _____

Date *8-6*

Time *942*

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 AUG -6 PM 1:39

FILED

DIVISION OF CORPORATION

98 AUG -6 AM 10:07

RECEIVED

Q18-698

ARTICLES OF INCORPORATION
OF
COLLIER COUNTY VISITORS & CONVENTION BUREAU, INC.
(A CORPORATION NOT FOR PROFIT)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation not for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is COLLIER COUNTY VISITORS & CONVENTION BUREAU, INC., with its principal offices located at 365 Fifth Avenue South, Suite 202, Naples, Florida 34102. The Board of Directors may from time to time move the principal office of the corporation to any other address in the State of Florida.

ARTICLE II

Nature of Business

A. The nature of the Corporation and the object and purpose for which it is organized is to retain and stimulate tourism in the Naples area and to promote the common business interests of the local business community.

B. Notwithstanding any of the foregoing statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of the corporation as set forth in paragraph A of this Article. Moreover, nothing contained in the foregoing statement of purposes shall be construed to authorize this corporation to carry on any activity for the profit of its members, or to

distribute any gains, profits, or dividends to its members as such, except for distributions of assets on dissolution and winding up, and except as may otherwise be authorized by the laws of the State of Florida.

C. The purposes for which the Corporation is formed are exclusively religious, charitable, scientific, literary, or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. In carrying out such purposes, this Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devises and other contributions for charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other 501(c)(3) organizations organized and operated exclusively for charitable purposes; provided, however, said powers and authorities shall be exercised only in furtherance of charitable purposes.

ARTICLE III

Powers

The corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable, or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are set forth in furtherance of the exempt

purposes of organizations set forth in Section 501 (c) of the Internal Revenue Code of 1986, as amended, and its regulations as the same now exist or as they may be hereafter amended from time to time.

ARTICLE IV

Membership

The membership of this corporation shall be as set forth in the Bylaws.

ARTICLE V

Term of Existence

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation in the office of the Secretary of the State of Florida and the corporation shall have perpetual existence thereafter.

ARTICLE VI

Incorporators

The name and address of the incorporator of these Articles of Incorporation is as follows:

| <u>Name</u> | <u>Address</u> |
|--------------------|---|
| J. Michael Coleman | 365 Fifth Avenue South, Suite 202 Naples, FL 34102 |

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 365 Fifth Avenue South, Suite 202, Naples, Florida 34102, and the name of the initial registered agent at such address is J. Michael Coleman.

ARTICLE VIII

Bylaws

The Board of Directors of this corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time. Upon proper notice the Bylaws may be amended, altered or rescinded by a majority vote of a quorum of the members of the Board of Directors at any regular meeting or any special meeting called for that purpose.

ARTICLE IX

Amendments

Amendments to these Articles of Incorporation shall be proposed by the officers of the corporation and approved by the Board of Directors by a two-thirds vote of a quorum present at a meeting duly called in accordance with the Bylaws of the corporation.

ARTICLE X

Limitations on Actions

All the assets and earnings of the corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its members, trustees, officers, or any

of the private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article II hereof. No substantial part of its activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or interfere in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any political candidate. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws) or any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions or any subsequent revenue laws). The corporation shall have no capital stock, pay no dividends, distribute no part of its net income to any members, directors or officers, and the private property of the subscribers, members, directors and officers shall not be liable for the debts of the corporation.

In particular, but without limitation of the generality of the foregoing paragraph, during such time as the corporation may be considered a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws) it shall not:

A. fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws):

B. engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws);

C. retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws);

D. make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws);
or

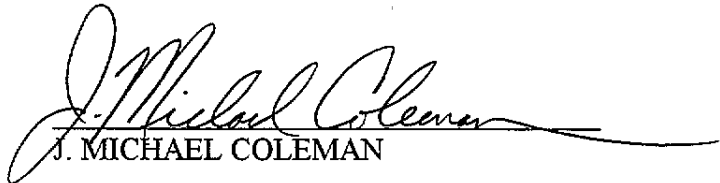
E. make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws).

ARTICLE XI

Dissolution

Upon dissolution of the corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to an organization described in Section 501 (c)(3) and 170(c) (2) of the Internal Revenue Code of 1986, or to the corresponding provisions of any prior or future law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any member, officer or director of this Corporation.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles this 5th day of August, 1998.


J. MICHAEL COLEMAN

(SEAL)

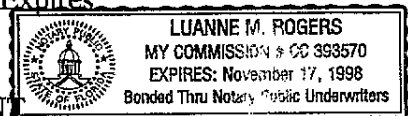
STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing was acknowledged before me this 5th day of August, 1998, by J. MICHAEL COLEMAN, who is personally known to me or who has produced N/A as identification.


NOTARY PUBLIC

Name: _____

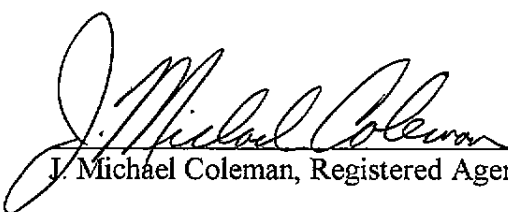
My Commission Expires: _____



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the designation to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date: August 5, 1998


J. Michael Coleman, Registered Agent

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TALLAHASSEE, FLORIDA