

736238

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000068891 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 205-0380

From:
Account Name : QUARLES & BRADY LLP
Account Number : I20000000067
Phone : (239) 262-5959
Fax Number : (239) 434-4999

FILED
05 MAR 21 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BASIC AMENDMENT

IMMOKALEE NEIGHBORHOOD SERVICES, INC.

Certificate of Status	1
Certified Copy	0
Page Count	01
Estimated Charge	\$43.75

RECEIVED
05 MAR 21 AM 9:35
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing

Public Access Help

Handwritten: 3-21-05/ku
Quarles & Brady

FILED
MAR 21 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

((H05000068891 3)))

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LEADERSHIP FOUNDATION OF SOUTHWEST FLORIDA, INC.
FORMERLY KNOWN AS
IMMOKALEE NEIGHBORHOOD SERVICES, INC.
(a Florida Not For Profit Corporation)**

Pursuant to the provisions of Sections 617.1006 and 617.1007, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Amended and Restated Articles of Incorporation which shall supercede in their entirety the previously filed Articles of Incorporation of Immokalee Neighborhood Services, Inc.

ARTICLE I

The name of this corporation is amended to Leadership Foundation of Southwest Florida, Inc., (hereinafter called the "Corporation").

ARTICLE II

The Corporation's principal office and mailing address are located at 1395 Panther Lane, Suite 300, Naples, FL 34109.

ARTICLE III

The period of the duration of the Corporation is perpetual unless dissolved according to Florida law.

ARTICLE IV

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code ("Code").

ARTICLE V

The Corporation shall have the power to acquire, own, maintain and use its assets for the charitable purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the charitable purposes for which the Corporation is organized; and to exercise all powers granted to a Corporation not for profit under Florida law.

QBNAP455514.1

((H05000068891 3)))

((H05000068891 3)))

The Corporation is organized exclusively for charitable, religious and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code ("Code"). The purposes of the Corporation may be modified from time to time by the Board of Directors, provided any modification in purpose shall also be a charitable, religious, or educational purpose.

ARTICLE VI

Management of the Corporation shall be vested in the Corporation's Board of Directors, the members of which shall be not less than three (3). The number and method of election and removal of the directors of the Corporation shall be as set forth in the Bylaws.

The Directors of the Corporation until the next annual meeting of the Corporation will be:

Michael Timmins
2950 Ft. Charles Drive
Naples, Florida 34102

Reid Carpenter
1065 Gulf Shore Blvd. North
Apt #309
Naples, Florida 34102

John Lawson
5981 Sea Grass Lane
Naples, Florida 34116

Kevin Carmichael
1395 Panther Lane
Suite 300
Naples, Florida 34109

((H05000068891 3)))

((H05000068891 3)))

ARTICLE VII

The Corporation shall have no Members.

ARTICLE VIII

Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed to one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Florida 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 IX

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 IV hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office or engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Code.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a Corporation, contributions to which are deductible under Sections 170(c)(2), 2055, and 2522 of the Code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in Section 509(a) of the Code, then in that event, the Corporation:

A. Shall distribute its income for each tax 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 Code; and,

B. Shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (ii) retain any excess business holdings as defined in Section

QBNAP455514.1

((H05000068891 3)))

(((H05000068891 3)))

4943(c) of the Code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE X

The Corporation's Bylaws may be amended, altered, restated or repeated and new Bylaws may be adopted only by the unanimous vote of the members of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE XI

These Articles of incorporation may be amended, altered and/or restated only by the unanimous vote of the members of the Board of Directors.

ARTICLE XII

The street address of the Corporation's registered office in the State of Florida is 1395 Panther Lane, Suite 300, Naples Florida 34019 and the name of its registered agent at such office is Naples-Lawdock, Inc.

ARTICLE XIV

ADOPTION OF AMENDED AND RESTATED ARTICLES

These Amended and Restated Articles of Incorporation of the Corporation were adopted by the unanimous written consent of the Board of Directors as permitted by Florida law and the Corporation's bylaws on March 10, 2005.

The Corporation has no members. Therefore, no members were required to vote.

10 The date of adoption of these Amended and Restated Articles of Incorporation is March 10, 2005.

(((H05000068891 3)))

((H05000068891 3)))

IN WITNESS WHEREOF, the undersigned Director of the Corporation has executed these Amended and Restated Articles of Incorporation on the 2^D day of March, 2005.

LEADERSHIP FOUNDATION OF
SOUTHWEST FLORIDA, INC., a
Florida Not for Profit Corporation,
formerly known as IMMOKALEE
NEIGHBORHOOD SERVICES, INC.

By: 

Kevin Carmichael, Director

((H05000068891 3)))

(((H05000068891 3)))

**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTIONS 48.091 and 607.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN
THE STATE OF FLORIDA

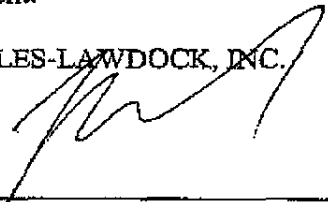
The name of the Corporation is Leadership Foundation of Southwest Florida, Inc.

The name of the registered agent of the Corporation is NAPLES-LAWDOCK, INC., c/o
Quarles & Brady LLP, 1395 Panther Lane, Suite 300, Naples, FL 34109.

REGISTERED AGENT ACCEPTANCE

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 that 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.

NAPLES-LAWDOCK, INC.

By: 

Name: Kevin Carmichael

Title: Vice President

Registered Agent

Date: 3/20/2005

QBNAP455514.1

(((H05000068891 3)))