

Division of Corporations

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Florida Department of State

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

Citizens for a Better Marco, Inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 18, 2000

LAW OFFICE OF FREDERICK C. KRAMER

SUBJECT: CITIZENS FOR A BETTER MARCO, INC.
REF: W00000029581

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list the corporation's principal office and/or a mailing address in the document.

YOU MUST LIST AN ADDRESS ON ONE OF THE INCORPORATORS.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
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**ARTICLES OF INCORPORATION
OF
CITIZENS FOR A BETTER MARCO, INC.**

Pursuant to Sections 617.01201 and 617.0202, Florida Statutes, these Articles of Incorporation are created by Jim Curran, whose address is 590 Club Marco Circle, Marco Island 34145, Tom Owens, Bob Ayling, Bob Dyer and Phyllis Marco, as incorporators, for the purposes set forth below.

**ARTICLE I:
CORPORATE NAME AND PRINCIPAL OFFICE**

The name of the corporation is CITIZENS FOR A BETTER MARCO, INC. The corporation's principal address shall be 950 North Collier Boulevard, Suite 201, Marco Island, Florida 34145.

**ARTICLE II:
PURPOSE**

This is a nonprofit corporation, organized for the purpose of promoting good government by the city, county, state and federal entities as they affect the social welfare and public good of the City of Marco Island. The further purpose of the corporation is to contribute time and talent to advance the quality of life on Marco Island.

The specific purposes for which the Corporation is organized are:

- 1) providing a forum for information and communication on issues affecting public welfare;
- 2) encouraging and mobilizing citizen participation and action in governmental affairs;
- 3) fostering a sense community on Marco Island; and
- 4) taking such other actions as may further the general purpose of the corporation..

**ARTICLE III:
NON-STOCK, NON-PROFIT**

The Corporation is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida. No portion of any earnings of the Corporation shall be distributed or inure to the private benefit of any member, director or officer. All funds and the title to all property acquired by the Corporation shall be held for the benefit of the members of the Corporation in accordance with the provisions of these Articles of Incorporation and the Bylaws.

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ARTICLE IV:
POWERS

The powers of the Corporation shall be those required to achieve the purposes of the Corporation as set forth in these Articles of Incorporation and shall include those powers specifically enumerated in the By-Laws of the Corporation.

ARTICLE V:
MEMBERSHIP

The criteria for selecting members shall be established in accordance with the By-Laws of the Corporation.

ARTICLE VI:
TERM

The term of the Corporation shall be perpetual.

ARTICLE VII:
BY-LAWS

The By-Laws of the Corporation may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VIII:
DIRECTORS AND OFFICERS

The affairs of the Corporation will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than five (5) Directors, and in the absence of such determination shall consist of five (5) Directors. Directors of the Corporation shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws. The business of the Corporation shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Corporation and shall serve at the pleasure of the Board.

ARTICLE IX:
INITIAL DIRECTORS

The initial Directors of the Corporation shall be:

- 1) Jim Curran
- 2) Tom Owens
- 3) Bob Ayling
- 4) Bob Dyer
- 5) Phyllis Marco

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ARTICLE X:
INITIAL REGISTERED AGENT

The initial registered agent at said address shall be:
The initial registered office of the Corporation shall be at:

Frederick C. Kramer, Esq.
950 North Collier Boulevard
Suite 201, SunTrust Building
Marco Island, Florida 34145

ARTICLE XI:
INDEMNIFICATION

To the fullest extent permitted by Florida law, the Corporation shall indemnify and hold harmless every Director, officer, employee and registered agent of the Corporation against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed on him/her in connection with any legal proceeding (or settlement or appeal of such proceeding) to which s/he may be a party because of his/her being or having been a Director or officer of the Corporation. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his/her actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interests of the Corporation, in a proceeding by or in the right of the Corporation to procure a judgment in its favor.
- (B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his/her action was unlawful or had reasonable cause to believe his/her action was unlawful.
- (C) A transaction from which the Director or officer derived an improper personal benefit.
- (D) Wrongful conduct by Directors or officers in a proceeding brought by or on behalf of the Corporation.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Corporation. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

ARTICLE XII:
AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:


- (A) Proposal. Amendments to these Articles may be proposed by a majority of the Board or by petition of one-fourth (1/4) of the members of the corporation, in writing, signed by them.
- (B) Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or members, such proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.

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- (C) Vote Required. Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by vote of a majority of total number of members at any annual or special meeting, or by approval in writing of a majority of interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Corporation, and that the notice contains a fair statement of the proposed amendment.
- (D) Effective Date. An amendment shall become effective upon filing with the Secretary of State.


WHEREFORE the incorporator has caused these presents to be executed this 13th day of December, 2000.

By: 
Jim Curran, Incorporator

By: 
Tom Owens, Incorporator

By: 
Bob Ayling, Incorporator

By: 
Bob Dyer, Incorporator

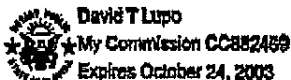
By: 
Phyllis Marco, Incorporator

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STATE OF FLORIDA
COUNTY OF COLLIER.

The foregoing instrument was acknowledged before me this 13th day of December, 2000, by Jim Curran, who personally appeared before me, and [☒] who is personally known to me, or [] who produced a _____ as identification.



(notary seal)

David T. Lupo
Notary Public

STATE OF FLORIDA
COUNTY OF COLLIER.

The foregoing instrument was acknowledged before me this 13th day of December, 2000, by Tom Owens, who personally appeared before me, and [☒] who is personally known to me, or [] who produced a _____ as identification.

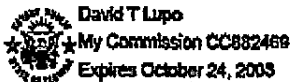


(notary seal)

David T. Lupo
Notary Public

STATE OF FLORIDA
COUNTY OF COLLIER.

The foregoing instrument was acknowledged before me this 14th day of December, 2000, by Bob Ayling, who personally appeared before me, and [☒] who is personally known to me, or [] who produced a _____ as identification.

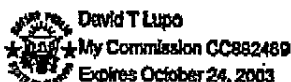


(notary seal)

David T. Lupo
Notary Public

STATE OF FLORIDA
COUNTY OF COLLIER.

The foregoing instrument was acknowledged before me this 14th day of December, 2000, by Bob Dyer, who personally appeared before me, and [] who is personally known to me, or [] who produced a _____ as identification.



(notary seal)

David T. Lupo
Notary Public

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STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 15th day of December, 2000, by Phyllis Marco, who personally appeared before me, and [] who is personally known to me, or [] who produced a _____ as identification.



(notary seal)

David T. Lupo
Notary Public

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for CITIZENS FOR A BETTER MARCO, INC., a Florida corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping open said office.

Frederick C. Kramer
Frederick C. Kramer

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