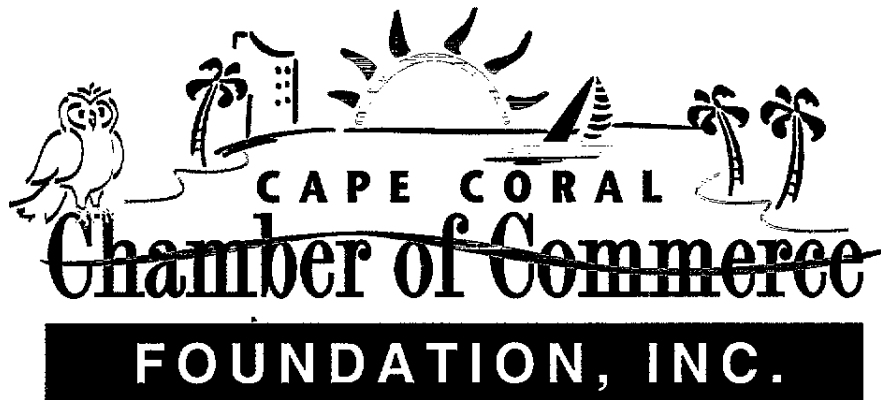


No 1000005757

FILED  
01 AUG 10 PM 2:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



August 7, 2001

Secretary of State  
**DIVISION OF CORPORATIONS**  
409 East Gaines Street  
Tallahassee, FL 32399

200004528682--8  
-08/10/01--01060--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**RE: CAPE CORAL CHAMBER OF COMMERCE FOUNDATION, INC.**

Dear Sir or Madam:

Enclosed is our check in the amount of \$78.75 to cover the cost of filing the enclosed Articles of Incorporation for the above-referenced corporation. Please return a certified copy to our office in the enclosed, self-addressed, stamped envelope which has been provided for your convenience.

Thank you for your assistance and please feel free to call should you have any questions.

Sincerely,

Michael D. Quaintance, Secretary

Enclosures

RECEIVED AUG 14 2001

**ARTICLES OF INCORPORATION**  
**OF**  
**CAPE CORAL CHAMBER OF COMMERCE FOUNDATION, INC.**  
**A Florida Not for Profit Corporation**

**FILED**  
**01 AUG 10 PM 2:59**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE I**

**NAME AND EFFECTIVE DATE**

The name of this Corporation is THE CAPE CORAL CHAMBER OF  
COMMERCE FOUNDATION, INC. The existence of this corporation shall begin  
when these articles are filed with the Department of State.

**ARTICLE II**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the corporation shall be located at the following address:  
2051 E. Cape Coral Parkway, Cape Coral, FL 33904.

**ARTICLE III**

**PURPOSES**

The purposes for which this corporation is formed are:

(a) The general purposes of the corporation are to encourage the making of  
gifts, benefactions and other donations, by deed, will, direct gift or otherwise for  
the assistance, advancement for the development and growth of Cape Coral,  
Florida. This Foundation shall primarily support and assist the Cape Coral  
Chamber of Commerce, Inc. in its community development activities.

(b) Notwithstanding any other provisions of these Articles, the purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501 ( c ) ( 3 ) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, including for such purposes the making of Distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Code.

(c) Subject always to the exempt purposes of this corporation, the specific objects and purposes of the corporation hereby incorporated and the powers which it may exercise are as follows:

- I. To encourage, solicit, receive and administer gifts, bequests, donations and benefactions, by deed, will or otherwise for the advancement of corporate purposes.
- II. To take, receive, own, hold, administer, and distribute and dispose of property, gifts or donations of all kinds, whether owned by it or others, whether real, personal or mixed, acquired by gift, bequest, devise or otherwise, for the advancement, promotion, extension or maintenance of such causes and objects, or any item of them, and, in addition to, and not in limitation thereof, the foregoing purposes and powers, the corporation may acquire, take, receive, own, hold, administer, distribute and dispose of gifts or donations of property, real, personal or mixed, designated by the givers or donors for causes as objects herein mentioned, now or at any time hereafter, fostered by the corporation.
- III. To acquire by lease, option, purchase, gift, grant, devise or conveyance, or otherwise, and to hold, enjoy, possess, rent, lease and sell real property or any interest therein as may be deemed to the interest of the corporation.

- IV. To acquire by option, purchase, gift, grant, bequest and transfer, or otherwise, and to hold, enjoy, possess and pledge as security, sell, lease, transfer or in any manner dispose of personal property of any class of description whatsoever, to retain any property, investments or securities originally received by the corporation or thereafter acquired by it, so long as the directors of the corporation shall consider the retention thereof desirable; to invest any and all funds coming into the hands of the corporation, on any account whatsoever, in such property, investments or securities, as the directors of the corporation may, in the discretion of the directors deem advisable; to retain property investments or securities received by gift, bequest or otherwise under the Constitution or the laws of the State of Florida or of the United States; to convert real property owned by the corporation into personal property and personal property into real property; to improve or cause or permit real property to be improved and to abandon any property which the directors of the corporation deem to be without substantial value; to manage and control any shares of stock, certificates of interest, bonds or other securities of any corporation, trust or association, at any time acquired in any way by this corporation, and with respect to the same to concur in any plan, scheme or arrangement for the consolidation, merger, conversion, recapitalization, reorganization or dissolution, or the lease or other disposition of the properties of any such corporation, trust or association, the securities of which are held by this corporation, and as owner thereof to vote, or give or grant proxy or proxies to vote any security of any corporation, trust or association held by this corporation at any meeting of the holders of the same class of security of the issuing entity, and generally, in all respects to exercise all of the rights of ownership therein.
- V. To borrow money to be used by it in payment of property bought by it, and for erecting buildings, making improvements and for other purposes germane to the objects of its creation, and to secure the repayment of the money thus borrowed by mortgage, pledge or deed of trust, but no trust asset may be pledged or committed in a manner that would violate the trust upon which held.
- VI. To do and perform all other acts and things which may be incidental to and come legitimately within the scope of any and all of the foregoing objects and purposes or which may be necessary or appropriate for the carrying out and accomplishing of any and all of the foregoing objects and purposes, and subject to the limitations hereinabove or hereinafter expressed to have and exercise all rights and powers now conferred or which may hereafter by conferred on corporations not for profit under the laws of the State of Florida.

## **ARTICLE IV**

### **LIMITATION OF POWERS**

(a) Notwithstanding any of the above statements of purposes and powers, this corporation shall not engage in any activities which in themselves are not in furtherance of the purposes set forth in the Article III hereof, and nothing contained in the foregoing statement of purposes shall be construed to authorize this corporation to carry on any activity for the profit of or to distribute profit, net income, assets or dividends to or for the benefit of any of its members, trustees, directors, 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 this Article III. 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 candidate for public office.

(b) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax law.

(c) The corporation will 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 Internal Revenue Code, or the corresponding section of any future federal tax law.

(d) The corporation will not retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax law.

(e) The corporation will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax law.

(f) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax law.

## **ARTICLE V**

### **DISSOLUTION**

This corporation is one which does not contemplate pecuniary gain or profit to the members thereof and it is organized solely for nonprofit purposes. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for exempt purposes under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, or shall be distributed to the federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the court of proper jurisdiction in 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.

## **ARTICLE VI**

### **REGISTERED OFFICE AND AGENT**

The address of the registered office of the corporation is:

2051 E. Cape Coral Parkway, Cape Coral, Florida 33904.

The name of the registered agent of the corporation at such address is:

Michael D. Quaintance

## **ARTICLE VII**

### **DIRECTORS**

The number of directors constituting the initial Board of Directors shall be thirteen (13) and the names and addresses of the persons who are to act in the capacity of the initial thirteen (13) directors are:

Michael Schneider-Christians  
725 Cape Coral Parkway  
Cape Coral, FL 33914

JoAnn Cicone  
3405 Hancock Bridge Pkwy.  
North Fort Myers, FL 33903

Andrew Barnette  
4427 Del Prado Blvd.  
Cape Coral, FL 33904

Dr. Sue Wheeler  
1521 SW 49<sup>th</sup> St.  
Cape Coral, FL 33914

Gloria Tate  
4812 Cape Coral St.  
Cape Coral, FL 33904

Steve Pohlman  
2323 SE 27<sup>th</sup> Terrace  
Cape Coral, FL 33904

Tom Shipp  
4223 Del Prado Blvd.  
Cape Coral, FL 33904

Mitch Collier  
1315 SE 47<sup>th</sup> Street  
Cape Coral, FL 33904

Michael D. Quaintance  
2051 Cape Coral Parkway  
Cape Coral, FL 33904

Chet Hunt  
1314 Cape Coral Pkwy. #317  
Cape Coral, FL 33904

Gary Aubuchon  
4724 Vincennes Blvd.  
Cape Coral, FL 33904

Marshall McLean  
1953 SE 36<sup>th</sup> St.  
Cape Coral, FL 33904

Tom Giles  
1620 Cape Coral Parkway E.  
Cape Coral, FL 33904

The number of directors may be increased or diminished from time to time by the

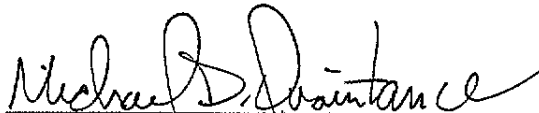
Bylaws as long as there are at least the minimum number required by Florida law. The method of selection of directors and their terms will be as stated in the Bylaws.

#### ARTICLE VIII – INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael D. Quaintance	2051 E. Cape Coral Parkway Cape Coral, Florida 33904

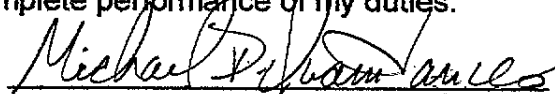
IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 7 day of August 2001, 2001.

  
Michael D. Quaintance

#### ACCEPTANCE OF REGISTERED AGENT

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

Dated: 8/7/2001

  
Michael Quaintance  
Registered Agent

FILED  
AUG 10 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA