

No3000008353

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

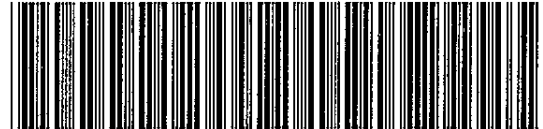
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500023103605

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 SEP 19 PM 3:08

09/19/03--01030--013 **87.50

9-26-03

**Frangipani Ag. Community
Civic Association, Inc.
512 Frangipani Avenue
Naples, FL 34117**

Transmittal Letter

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

Subject: Application for Non Profit Corporation for: **Frangipani Ag Community Civic Association, Inc.**

- Enclosed is:
- * an original and (1) copy of the Articles of Incorporation,
 - * an original and (1) copy of the By-Laws referred to in the Articles of Incorporation
 - * a document appointing the Registered Agent and identifying the Incorporator
 - * a check in the amount of \$87.50 for:
 - filing fee / \$35.00
 - designation of Registered Agent / \$35.00
 - one (1) Certified Copy / \$8.75
 - one (1) Certificate of Status / \$8.75

**ARTICLES OF INCORPORATION
OF**

**FRANGIPANI AG COMMUNITY
CIVIC ASSOCIATION, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

03 SEP 19 PM 3:10

Pursuant to Section 617.0201(4), Florida Statutes, the Articles of Incorporation of the Frangipani Ag Community Civic Association, Inc., a Florida corporation not for profit, is as follows:

ARTICLE I

NAME: The name of the corporation, herein called the "Corporation", is Frangipani Ag Community Civic Association, Inc. The Corporation is located at: 512 Frangipani Avenue, Naples, FL 34117.

ARTICLE II

PURPOSE AND POWERS: The purposes of the Corporation are as follows:

The Corporation is organized exclusively for purposes within the meaning of Section 501C (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Generally the purposes of the Corporation shall be to work with citizens, the Government of Collier County, and other public and private organizations to prepare and operate various plans and programs for the social and physical improvement of the Section 13, 14, and 15, Township 49 South, Range 27 East, Collier County, State of Florida area including:

1. Organizing the property owners and residents into an activist group to improve the Section 13/14/15 community.
2. Gathering and distributing information of interest and affecting the Section 13/14/15 community.
3. Working with various government officials of Collier County, the State of Florida, and the United States of America, and other public and private agencies for the improvement of both physical and social conditions of the Section 13/14/15 community
4. Becoming qualified under the laws of Florida and the United States of America to apply for and receive donations, grants, and loans from corporations, foundations, governmental agencies, and individuals.
5. Accomplishing other purposes that the Corporation is qualified to undertake.

ARTICLE III

MEMBERSHIP: The qualifications for members and the manner of their admission shall be as specified in the Bylaws.

ARTICLE IV

DURATION: The term of existence of the Corporation is perpetual unless terminated by action of the Board and approval of a majority of the members present at a meeting called for that purpose. In the event of the termination of the Frangipani Ag Community Civic Association, Inc. the assets of the corporation shall be distributed in accordance with applicable state law and the Bylaws.

ARTICLE V

BYLAWS: The Bylaws of the Corporation may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI

DIRECTORS AND OFFICERS:

- (A) The affairs of the Corporation shall be administered by a board of directors consisting of the number of directors determined by the Bylaws.
- (B) Directors of the Corporation shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies shall be filled in the manner provided by the Bylaws.
- (C) The business of the Corporation shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the members in the manner provided by the Bylaws. Officers may be removed and replaced in the manner provided by the Bylaws. All officers shall be members of the board of directors.

ARTICLE VII

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

- (A) Proposal. Amendments to the Articles may be proposed by a majority of the board or by a written petition to the board, signed by at least one-fourth (1/4th) of the voting members of the Corporation.
- (B) Procedure. Upon any amendment to these Articles being proposed by said board or members, such proposed amendment shall be submitted to a vote of the members not later than the next annual, special, or regular meeting for which proper notice can be given. Proper thirty (30) day notice must be given in a newsletter or by mail to each member to the last known address listed on the corporation books.
- (C) Vote Required. These Articles may be amended by the affirmative vote of a majority of the members at any meeting called for that purpose.

ARTICLE VIII

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

- (A) Willful misconduct or a conscious disregard for the best interest 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 individual had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (C) A transaction from which the individual derived an improper personal benefit.

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 an individual may be entitled.

ARTICLE IX

501(C) (3) STATUS: The Corporation is organized under a non-stock basis. No part of the earnings of the corporation shall inure to the benefit of, or be distributed to its members, 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 Article II hereto. No substantial part of the activities of the Corporation shall be 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) in any political campaign on behalf of a candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE X

DISSOLUTION: Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501C (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, or in accordance with the Bylaws. Any such assets not so disposed of shall be disposed of by the court of appropriate jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or for such organization or organizations, as said court shall determine which are organized and operated exclusively for that purpose.

~~XI~~
ARTICLE ~~VI~~ INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

TIMOTHY L. NANCE 210 FRANGIPANI AVE. NAPLES, FL 34117 (no mail)

→ All mail please @ P.O. Box 990129 NAPLES, FL 34116-6061

~~XII~~
ARTICLE ~~VII~~ INCORPORATOR

The name and address of the Incorporator is:

Timothy L. NANCE
P.O. Box 990129 NAPLES, FL 34116-6061

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Timothy L. Nance

Signature/Registered Agent TIMOTHY L. NANCE
264-02-6937

9/14/03

Date

Timothy L. Nance

Signature/Incorporator Timothy L. NANCE
264-02-6937

9/14/03

Date