

N04000007151

(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:

W04-27704

Office Use Only



700039108287

FILED

04 JUL 21 PM 2:14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

04 JUL 23 PM 12:41

OFFICE OF THE  
CLERK OF THE  
SUPREME COURT  
TALLAHASSEE, FLORIDA

07-21-04  
JP



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 811578 7103152

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 87.50

ORDER DATE : July 20, 2004

ORDER TIME : 11:25 AM

ORDER NO. : 811578-005

CUSTOMER NO: 7103152

CUSTOMER: Kenneth R. Johnson, Esq  
Goodlette Coleman & Johnson,  
P.a.  
Suite 300  
4001 Tamiami Trail North  
Naples, FL 34103

DOMESTIC FILING

NAME: REGIONAL BUSINESS ALLIANCE  
OF SOUTHWEST FLORIDA, INC.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

**RESUBMIT**

July 20, 2004

CSC

SUBJECT: REGIONAL BUSINESS ALLIANCE OF SOUTHWEST FLORIDA, INC.  
Ref. Number: W04000027708

We have received your document for REGIONAL BUSINESS ALLIANCE OF SOUTHWEST FLORIDA, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch  
Document Specialist  
New Filings Section

Letter Number: 704A00045891

RECEIVED  
04 JUL 21 PM 12:44  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
04 JUL 21 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
REGIONAL BUSINESS ALLIANCE OF SOUTHWEST FLORIDA, INC

The undersigned, a citizen of the United States, desiring to form a corporation, not for profit, under Chapter 617 of the Florida Statutes, does hereby certify as follows:

FIRST. The name of said corporation shall be Regional Business Alliance of Southwest Florida, Inc.

SECOND. The place in Florida where the principal office of the corporation is to be located is 2600 Golden Gate Parkway, Naples, Florida 34105-3227.

THIRD. The purpose of this corporation is to assist and accelerate the plans and objectives of government in attracting businesses to locate in Collier County, Lee County and/or Charlotte County. To achieve this purpose, this corporation shall be permitted, on its own and in cooperation with others, to engage in, but not be limited to the following: marketing and sales strategies and tactics directed toward targeted companies; and participation in real estate development activities related to business recruitment efforts.

In pursuit of its purpose, this corporation shall have the authority to (i) aid or assist corporations, trusts, community chests, funds and foundations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue Law), and which are organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, no substantial part of the activities of which is the carrying on of propaganda or otherwise attempting to influence legislation and no part of the earnings of which inure to the benefit of a private shareholder or individual; and (ii) do other things necessary or incidental to these purposes. The corporation will directly support the betterment of the Southwest Florida region and its local communities focusing on, but not limited to, the betterment, business revitalization and business diversity of Naples and the other business centers within the region.

FOURTH. The activities of the corporation shall lessen the burdens of various governments that currently address business recruitment issues in Collier, Lee and Charlotte Counties.

FIFTH. A substantial part of the activities described above shall be conducted within the State of Florida and shall be for the benefit of the people of the State of Florida. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed in any manner, directly or indirectly, to any member, director, officer, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered in furtherance of the purposes set forth in Article 3 hereof. No substantial part of the activities of this 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 any political

candidate for public office. Notwithstanding any other provision of the Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

SIXTH. With respect to its activities and existence:

(1) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(2) The corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(3) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(4) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(5) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

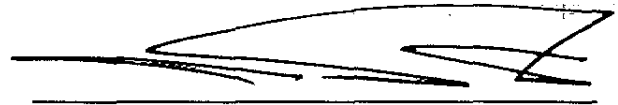
SEVENTH. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for payment of all liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the Court of Common Pleas of Collier County, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

EIGHTH. The method of election of the Directors is as stated in the Bylaws.

NINTH. These Articles can be amended in accordance with Section 617.1001 of the Florida Statutes (or the corresponding provision of any future Florida Statutes).

TENTH. The name of the Incorporator is: J. DUDLEY GOODLETTE; and the Incorporator's address is: 4001 Tamiami Trail North, Suite 300, Naples, FL 34103.

IN WITNESS WHEREOF, the undersigned has hereunto subscribed his name on this 19<sup>th</sup>  
day of July, 2004.

A handwritten signature in black ink, appearing to be "J. Dudley Goodlette", written over a horizontal line.

J. Dudley Goodlette

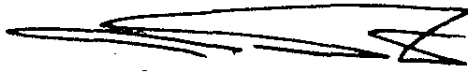
1307340.1

## ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being an Authorized Representative of the Regional Business Alliance of Southwest Florida, Inc. hereby appoints J. DUDLEY GOODLETTE to be the statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the non-profit corporation may be served. The complete address of the agent is:

J. Dudley Goodlette  
4001 Tamiami Trail North  
Suite 300  
Naples, FL 34103

Dated: July 19, 2004

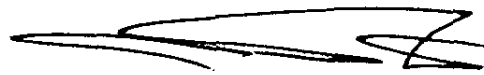


J. Dudley Goodlette

## ACCEPTANCE OF APPOINTMENT

The undersigned, J. DUDLEY GOODLETTE, named herein as the statutory agent for the Regional Business Alliance of Southwest Florida, Inc. hereby acknowledges and accepts the appointment of statutory agent for said non-profit corporation.

Dated: July 19, 2004



J. DUDLEY GOODLETTE