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FLORIDA NON-PROFIT CORPORATION GRANDEZZA NEIGHBORHOOD COUNCIL, INC.

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H 05000142933 3

**ARTICLES OF INCORPORATION
OF
GRANDEZZA NEIGHBORHOOD COUNCIL, INC.**

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TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a Corporation not for profit pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the Corporation shall be Grandezza Neighborhood Council, Inc. (the "Corporation").

ARTICLE II

The principal address of the Corporation is: C/o Carl M. Clark 20301 Grande Oaks Shoppes, #118 PMB 61, Estero, Florida 33928

ARTICLE III

The purposes for which the Corporation is formed are as follows:

3.1 To advocate on behalf of property owners and residents of the Grandezza development, Estero, Florida, and such other similarly interested persons that the Corporation may identify ("Constituents"). Activities may include, but shall not be limited to, investigating, researching and studying issues and matters of interest and concern to the Constituents; conducting public meetings, holding forums and engaging in other educational activities; advocating on behalf of the Constituents by writing, appearing and speaking at meetings and hearings of governmental bodies and by communicating and negotiating with persons, including but not limited to, entities involved in the development and construction of the Grandezza development.

3.2 To solicit funds and donations to further the purposes of the Corporation.

3.3. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of, any one or more of the non-profit purposes of the Corporation.

3.4. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any member of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

H 05000142933 3

H 05000142933

3.5 The Corporation shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida.

ARTICLE IV

The manner in which the Directors are elected or appointed shall be as set forth in the Corporation's bylaws.

ARTICLE V

The name and street address of the registered agent shall be: C/o E. Austin White, Esq., Becker & Poliakoff, P.A., 4501 Tamiami Trail North, Ste. 214, Naples, FL 34103. The registered agent may be changed from time to time by the Board.

ARTICLE VI

The affairs of the Corporation shall be managed by a Chairman, Secretary and a Treasurer, and such other officers as may from time to time be created by the Board of Directors. The names of the Officers and the offices they will hold until the next election are:

Rex Kellams, Chairman
Denise Grabowski, Treasurer
Carl M. Clark, Secretary

The officers shall be elected by the Board of Directors of the Corporation at its first meeting following the annual meeting of the members of the Corporation and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

ARTICLE VII

The members of the Board of Directors shall consist of an odd number of not less than three (3). The number of Directors may be changed by the Board from time to time. Elections shall be conducted and vacancies filled in the manner set forth in the Bylaws. Directors must be members of the Corporation. All of the duties and powers of the Corporation existing under the Not-for-Profit Act, these Articles, and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to approval by members when such approval is specifically required.

The names and addresses of the first Board of Directors are as follows:

Rex Kellams
20210 Burnside Place, #1904
Estero, Florida 33928

H 05000142933

H 05000142933

Danise Grabowski
19913 Markward Crossing
Estero, Florida 33928

Carl M. Clark
20301 Grande Oaks Shoppes, #118 PMB 61
Estero, Florida 33928

ARTICLE VII

The first By Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the By Laws.

ARTICLE IX

9.1 Indemnity. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be not in, or opposed to, the best interest of the Corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he reasonably believed to be not in, or opposed to, the best interest of the Corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

9.2 Expenses. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 9.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

9.3 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article 9.

9.4 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any

H 05000142933 3

H 05000142933 3

By Law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

9.5 Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving, at the request of the Corporation, as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

9.6 Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article 9 may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2 day of JUNE, 2005.

GRANDEZZA NEIGHBORHOOD COUNCIL, INC.

By: 

Carl M. Clark, Incorporator
20301 Grande Oaks Shoppes, #118 PMB 61
Estero, Florida 33928

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

GRANDEZZA NEIGHBORHOOD COUNCIL, INC.

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in the Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this 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.


E. Austin White, Esq., Becker & Poliakoff, P.A.
Registered Agent

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