

N05000008431

FILE No. 897 08-16 '05 03:20 ID:CS0

FAX: 850 558 1515

PAGE 1/ 9

Florida Department of State
Division of Corporations
Public Access System

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

05 AUG 16 PM 12:08

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000196456 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

FLORIDA NON-PROFIT CORPORATION

CAPTIVA ISLAND FOUNDATION, INC.

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$70.00

[Electronic Filing Menu](#)

[Corporate Filing](#)

[Public Access Help](#)

D. Brown AUG 17 2005

FILED 08/16/05 4 56 PM '05
SECRETARY OF STATE
DIVISION OF CORPORATION

05 AUG 16 PM 12:08

**ARTICLES OF INCORPORATION
OF
CAPTIVA ISLAND FOUNDATION, INC.
(A Florida Corporation Not for Profit)**

I, the undersigned, acting as incorporator of CAPTIVA ISLAND FOUNDATION, INC., a not for profit corporation for charitable and philanthropic purposes, under the provisions of Chapter 617 of the Florida Statutes, do hereby adopt the following Articles of Incorporation for such corporation.

**ARTICLE I
Name**

The name of this corporation is CAPTIVA ISLAND FOUNDATION, INC.

**ARTICLE II
Purposes**

The purposes for which the Corporation is organized are:

- 1) To receive and administer funds and other assets and to operate exclusively for charitable, education and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 as amended, or comparable provisions of subsequent legislation (the "Code"), and in particular:
 - a. To beautify and preserve the natural resources and wildlife habitat on Captiva Island, Florida.
 - b. To acquire, hold and manage environmentally sensitive lands, archaeological and historic sites, and other natural lands.
 - c. To protect, enhance and restore open space, scenic vistas and the waters and marine environment surrounding Captiva Island, Florida.
 - d. To encourage education and research in the fields of conservation and

- e. To establish nature preserves or other protected areas to be used for scientific, educational, aesthetic, or passive recreational purposes.
- f. To manage the above assets to ensure their perpetual existence for the enjoyment of all Captiva Island property owners, their families and guests, as well as the public at large.
- g. To achieve all of the above the Corporation will solicit and receive funds, gifts, endowments, donations, devises and bequests.
- h. To cooperate with other entities having similar or related objectives.
- i. To engage in any other activities relating to the furtherance of the foregoing objectives.

- 2) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to 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 Section 501(c)(3) purposes.
- 3) No substantial part of the activities of the corporations 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, any candidate for public office.

Notwithstanding any other provisions herein, the corporation shall not carry on any activities not permitted to be carried on:

- (a) By an organization exempt from federal income tax under Section 501(a) of the Internal Revenue Code of 1986 as amended, as an organization described in Section 501(c)(3) of such Code, or
- (b) An organization, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code of 1986 as amended, (or the corresponding provision of any future United State Internal Revenue Law).

ARTICLE III
Qualification of Members

The membership of this corporation shall constitute all persons hereinafter named as subscribers and such other persons as, from time to time hereafter, may become members, in the manner provided in the Bylaws.

ARTICLE IV
Term of Existence

The existence of the corporation will commence upon the filing of these Articles with the Department of State of the State of Florida and shall continue thereafter in perpetually.

ARTICLE V
Incorporator

The name and residence of the incorporator to these Articles is: Stephen Cutler, PO Box 333, 16596 Captiva Drive, Captiva, Florida 33924.

ARTICLE VI
Officers

Section 1. The officers of the corporation shall be a President, a Secretary, a Treasurer, and such other officers as may be provided in the Bylaws.

Section 2. The names and addresses of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

OFFICE

NAME AND ADDRESS

President

Stephen Cutler
PO Box 333
16596 Captiva Drive
Captiva, Florida 33924

Secretary

Harry Silverglide
PO Box 789
15699 Captiva Drive
Captiva, Florida 33924

Treasurer

Michael Mullins
PO Box 888
17171 Captiva Drive
Captiva, Florida 33924

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

ARTICLE VII
Board of Trustees

Section 1. The business affairs of this corporation shall be managed by the Board of Trustees. This corporation shall have three (3) Trustees initially, who shall be elected annually unless changed by the Bylaws. The number of Trustees may be increased from time to time, by the Bylaws, but shall never be less than three.

Section 2. The Board of Trustees shall be members of the Corporation.

Section 3. Members of the Board of Trustees shall be elected and hold office in accordance with the Bylaws.

Section 4. The names and addresses of the persons who are to serve as Trustees for the ensuing year, or until the first annual meeting of the corporation, are:

NAME

ADDRESS

Stephen Cutler

PO Box 333
16596 Captiva Drive
Captiva, Florida 33924

Harry Siverglide

PO Box 789
15699 Captiva Drive
Captiva, Florida 33924

Michael Mullins

PO Box 888
17171 Captiva Drive
Captiva, Florida 33924

Section 5. The Board of Trustees may create one or more additional sub-Boards to serve from time to time, in accordance with the Bylaws of the Corporation.

ARTICLE VIII
Bylaws

Section 1. The Board of Trustees of this corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time. The Bylaws must, at all times, conform to the entity's tax exempt status and shall not be inconsistent with 501(c)(3) of the Code.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a two-thirds (2/3) vote of those members of the Board of Trustees present at any regular meeting or any special meeting called for that purpose.

ARTICLE IX
Amendments

Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by at least a two-thirds (2/3) vote of a quorum of voting members present to vote.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the Bylaws.

ARTICLE X
Location

The location of this corporation shall be at 16596 Captiva Drive in the City of Captiva, County of Lee, State of Florida, the mailing address shall be the same.

ARTICLE XI
Powers

In order to promote the purposes of this corporation, it may acquire property by grant, gift, purchase, devise or bequest, and hold and dispose of such property as the corporation shall require for the benefit of the members and not for pecuniary profit.

ARTICLE XII
Meetings

Section 1. The annual meeting for the election of members of the Board of Trustees shall be held as may be provided in the Bylaws.

Section 2. The corporation may provide in its Bylaws for the holding of additional regular meetings and any special meetings, and shall provide notice of all such meetings.

ARTICLE XIII
Liability

No member of the Board or any committee of the Corporation or any officer of the Corporation, or the Declarant, or any employee of the Corporation, shall be personally liable to any member of the Corporation, or to any other party, including the Corporation, for any damage, loss or prejudice suffered or claimed on account of any act, omission, error, or negligence of such person or group, provided that such person or group has, upon the basis of such information as may be possessed by him, acted in good faith, without willful or intentional misconduct.


ARTICLE XIV
Distribution of Assets Upon Dissolution

Upon dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as amended, 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.

ARTICLE XV
Registered Agent and Office

The street address of the initial registered office of this corporation is 9100 College Pointe Court, Fort Myers, Florida 33919, and the name of the initial registered agent of this corporation at that address is Craig R. Hersch.

IN WITNESS WHEREOF, I, the undersigned, have hereunto set my hand and seal this 15th day of August, 2005, for the purpose of forming this corporation not for profit under laws of the State of Florida.


Stephen Cutler, Incorporator

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 15 day of August, 2005, by Stephen Cutler, who () is personally known to me or (x) who has produced Florida Driver's License as identification, and who did take an oath.


Notary Public
MARIAH EVANS
Printed Name of Notary Public

(SEAL)

Comm. Exp. Date:
Comm. Number:



In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance,
with said Act:

First—That CAPTIVA ISLAND FOUNDATION, INC., desiring to organize under the laws
of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at
City of Captiva, County of Lee, State of Florida, has named Craig R. Hersch, located at 9100
College Pointe Court, City of Fort Myers, County of Lee, State of Florida, as its agent to accept
service of process within this State.

ACKNOWLEDGMENTS:

Having been named to accept service of process for the above-stated corporation, at place
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

BY:


Craig R. Hersch, Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
05 AUG 16 PM 12:08