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FLORIDA NON-PROFIT CORPORATION

British American Chamber of Southwest Florida Inc.

Certificate of Status	1
Certified Copy	1
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H05000222610 3

ARTICLES OF INCORPORATION
OF
BRITISH AMERICAN CHAMBER OF SOUTHWEST FLORIDA INC.
(A Corporation Not-For-Profit)

For the purpose of organizing and operating a not for profit corporation under the Florida Not For Profit Corporation Act, the following Articles of Incorporation are hereby adopted:

ARTICLE I
NAME

The name of the corporation (the "Corporation") is: British American Chamber of Southwest Florida Inc.

ARTICLE II
PRINCIPAL OFFICE

The principal office or mailing address of the Corporation is: 1415 Panther Lane, Suite 121, Naples, FL 34109.

ARTICLE III
PURPOSE

The general nature of the objects and purposes of the Corporation shall be as follows:

1. To promote the civic, economic, cultural and social welfare of the citizens and residents of Southwest Florida.
2. Promote and foster trade and economic ties between the United States of America and the United Kingdom.
3. Notwithstanding any other provisions herein, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") or by a corporation not-for-profit under the Florida Not For Profit Corporation Act.

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ARTICLE IV
MEMBERSHIP; CLASSES; VOTING RIGHTS

The initial members of the Corporation shall consist of the individuals constituting the Board of Directors hereinafter provided, and their successors in office and such other persons as, from time to time hereinafter, may become members in the manner provided in the Bylaws. The classes of membership, qualification for each membership class, and the voting rights associated with each membership class shall be as provided in the Bylaws.

ARTICLE V
DIRECTORS

The number of directors constituting the Board of Directors of the Corporation shall be as provided in the Bylaws, provided, however, the number of directors shall not be less than three (3). The manner in which the Directors are to be elected or appointed shall be as stated in the Bylaws of the Corporation. The names and addresses of the persons who are to serve as initial Directors until the first annual meeting of the Corporation or until their successors are elected, are:

John Krol
1415 Panther Lane, Ste. 121
Naples, FL 34109

Kathy Rainford
1415 Panther Lane, Ste. 121
Naples, FL 34109

Kyle Williamson
999 Vanderbilt Beach Rd., Ste. 601
Naples, FL 34108

Aaron A. Farmer
5811 Pelican Bay Blvd., Ste 600
Naples, FL 34108

H05000222610 3

**ARTICLE VI
OFFICERS**

The officers and their manner of election shall be as provided in the Bylaws. The initial persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors or until their successors are elected are:

President	Kathy Rainford
Vice-President	John Krol
Treasurer	Kyle Williamson
Secretary	Aaron A. Farmer

**ARTICLE VII
COMPANY PROPERTY**

Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the Bylaws of the Corporation. Any gift, bequest, devise or donation of any kind whatsoever to the Corporation or its Board of Directors shall be deemed to vest title in the Corporation.

**ARTICLE VIII
REGISTERED AGENT**

The name and address of the Corporation's registered agent are Fowler White Boggs Banker P.A., 5811 Pelican Bay Blvd., Suite 600, Naples, FL 34108.

**ARTICLE IX
AMENDMENTS**

These Articles may be amended as provided in the Bylaws.

**ARTICLE X
LIQUIDATION; DISSOLUTION**

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to one or more organizations qualified as exempt under section 501(c)(6) or section 501(c)(3) of the Code, or to the Federal government, or to a state or local government, for a public purpose, and none of the assets shall be distributed to any member, officer, or director of the Corporation.

H05000222610 3

ARTICLE XI
INCORPORATOR

The name and address of the incorporator are Aaron A. Farmer, 5811 Pelican Bay Blvd., Suite 600, Naples, FL 34108.

ARTICLE XII
TAX EXEMPTION

1. Notwithstanding any other provision of these Articles to the contrary, no part of the net earnings, current or accumulated, or property of the Corporation shall inure to the benefit of, or be distributed to, any member, director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payment and distributions in furtherance of the purposes set forth in these Articles.


2. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not have the power to declare dividends.

3. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(6) of the Code.

ARTICLE XIII
INDEMNIFICATION

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator, has hereunto set his hand and seal this 19th day of September, 2005, for the purpose of forming this Corporation not-for-profit under the Florida Not For Profit Corporation Act.

By: 
Aaron A. Farmer, Incorporator

H05000222610 3

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

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

British American Chamber of Southwest Florida Inc.

2. The name and address of the registered agent and office is:

Fowler White Boggs Banker P.A.
5811 Pelican Bay Blvd., Ste. 600
Naples, FL 34108

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, 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.

Dated: September 19, 2005

FOWLER WHITE BOGGS BANKER P.A.
(as Registered Agent)


Aaron A. Farmer

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TALLAHASSEE, FLORIDA

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