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**FLORIDA NON-PROFIT CORPORATION**

**HOPE FOR THE CHARITIES, INC.**

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**ARTICLES OF INCORPORATION  
OF  
HOPE FOR THE CHARITIES, INC.**

**(A Florida Not For Profit Corporation)**

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a Florida Not For Profit Corporation.

**ARTICLE I  
NAME OF THE CORPORATION**

The name of this Corporation is **HOPE FOR THE CHARITIES, INC.**, (hereinafter called the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of the Corporation shall be:

**HOPE FOR THE CHARITIES, INC.**  
c/o Mr. Frank Ibarra  
1500 Murex Drive  
Naples, FL 34102

**ARTICLE III  
DURATION**

The Corporation's existence shall be perpetual unless otherwise dissolved in accordance with the Florida Not For Profit Corporation Act or other applicable law.

**ARTICLE IV  
PURPOSES**

The Corporation is organized exclusively for charitable, educational and not for profit purposes. The Corporation shall foster an interest in volunteerism for the charitable organizations located in Collier County, Florida. The Corporation shall achieve this goal through formalizing a method whereby charitable organizations and individuals who have an interest in volunteering their respective services are introduced.

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the

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furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a not for profit corporation under Florida law.

**ARTICLE V**  
**MANAGEMENT**

Management of the Corporation shall be vested in the Corporation's Board of Directors, the members of which shall be not less than Three (3). The number and method of election of the directors of the Corporation shall be as stated in the bylaws of the Corporation. The number constituting the initial Board of Directors is Three (3). The Board of Directors shall be a self-perpetuating Board of Directors.

**ARTICLE VI**  
**INITIAL DIRECTORS**

The initial directors of the Corporation shall be:

Frank Ibarra  
1500 Murex Drive  
Naples, Florida 34102

Thomas R. Bulloch  
3200 Bailey Lane, Suite 115  
Naples, FL 34105-8506

Dr. Brian Childs  
225 Banyan Blvd., Suite 200  
Naples, FL 34102

Sterling Hitchcock  
255 Yucca Road  
Naples, FL 34102

Dr. John Wolf  
1250 Tamiami Trail N.  
Suite 107  
Naples, FL 34102

**ARTICLE VII**  
**MEMBERSHIP**

The Corporation shall have such classes of membership as the Board of Directors may establish from time to time, including none. Membership shall carry no ownership rights in the Corporation and/or its assets.

Members may suggest nominees to the Board of Directors by directing written suggestions to the Nominating Committee of the Board of Directors. The selection and appointment of Directors shall be within the control of the Board of Directors.

**ARTICLE VIII**  
**DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed by the Board of Directors for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, 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 public purpose.

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Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE IX** **PROHIBITED ACTS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 hereof.

No substantial part of the activities of the 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 or in opposition to any candidate for public office or engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other 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, as amended, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code.

#### **ARTICLE X** **BYLAWS**

The Corporation's Bylaws may be amended, altered, restated or repeated and new Bylaws may be adopted only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

#### **ARTICLE XI** **ARTICLES OF INCORPORATION**

The Articles of Incorporation shall be amended only by the affirmative vote of a majority of the then-acting Board of Directors.

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

Pursuant to the provisions of Chapter 617.0501 of the 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 HOPE FOR THE CHARITIES, INC.
2. The name and address of the registered agent and office for the Corporation are as follows:

NAPLES-LAWDOCK, INC.  
1395 Panther Lane, Suite 300  
Naples, Florida 34109

**ACCEPTANCE OF REGISTERED AGENT**

HAVING BEEN NAMED in the State of Florida as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept on behalf of NAPLES-LAWDOCK, INC., the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated: November 21, 2005.

NAPLES-LAWDOCK, INC.,  
A Florida Corporation

By: 

Kimberly Leach Johnson, Esq.  
As its Secretary


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**ARTICLE XII**  
**REGISTERED AGENT/INCORPORATOR**

The street address of the Corporation's registered office in the State of Florida is 1395 Panther Lane, Suite 300, Naples, Florida 34109, and the name of its registered agent at such office is NAPLES-LAWDOCK, INC.

Kimberly Leach Johnson, Esq., whose address is 1395 Panther Lane, Suite 300, Naples, Florida 34109 is the Incorporator of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator of the Corporation has executed these Articles of Incorporation on the 24 day of November, 2005.

  
\_\_\_\_\_  
Kimberly Leach Johnson, Esq.  
As Incorporator

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