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Florida Department of State  
Division of Corporations  
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To:

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

From:

Account Name : W. KEVIN RUSSELL, P.A.  
Account Number : I23050000181  
Phone : (941) 429-1871  
Fax Number : (941) 429-8961

FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

2005 DEC -8 AM 10:47

**FLORIDA NON-PROFIT CORPORATION**

North Port Area Chamber Community Foundation, Inc.

Certificate of Status	0
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12/9/05

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ARTICLES OF INCORPORATION

OF

NORTH PORT AREA CHAMBER COMMUNITY FOUNDATION, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated as a corporation not for profit under the laws of the State of Florida, and we do hereby subscribe to and adopt the following as our articles of incorporation:

ARTICLE 1. - NAME

The name of this corporation is North Port Area Chamber Community Foundation, Inc. and their principal address is 15141 Tamiami Trail, North Port, Florida 34287.

ARTICLE 2. - PURPOSES

This corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE 3. - LIMITATIONS

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 elsewhere herein. 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 any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on

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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, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### ARTICLE 4. - DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 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. Any such assets not so disposed of shall be disposed of by the Circuit Court 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 5. - QUALIFICATION OF MEMBERS

The membership of this corporation shall consist of those persons hereinafter named as subscribers and such other persons as, from time to time, shall become members in the manner provided by the Bylaws.

#### ARTICLE 6. - TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE 7. - SUBSCRIBERS

The names and residences of the subscribers to these articles are:

<u>NAME</u>	<u>ADDRESS</u>
W. Kevin Russell	14295 S. Tamiami Trail North Port, FL 34287

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Kris Bilodeau                      5900 North Port Boulevard  
North Port, FL 34287

Jack Donoghue                      Peace River North Port Healthpark  
15121 Tamiami Trail  
North Port, FL 34287

#### ARTICLE 8. - OFFICERS

Section 1. The officers of the corporation shall be a president, a vice-president, a secretary and a treasurer, and such other officers as may be provided in the Bylaws.

Section 2. No person may hold more than one office except that the Bylaws may provide that the offices of secretary and treasurer shall be combined.

#### ARTICLE 9. - BOARD OF DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have three directors initially. The number of directors may be increased or decreased from time to time by the Bylaws, but shall never be less than three.

Section 2. The Directors shall be members of the corporation.

Section 3. Members of the Board of Directors shall be elected at the annual meeting of the membership and shall hold office in accordance with provisions of the Bylaws.

Section 4. The names and addresses of the persons who are to serve as directors until the first election thereof are as follows:

<u>NAME</u>	<u>ADDRESS</u>
W. Kevin Russell	14295 S. Tamiami Trail North Port, FL 34287

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Kris Bilodeau 5900 North Port Boulevard  
North Port, FL 34287

Jack Donoghue Peace River North Port Healthpark  
15121 Tamiami Trail  
North Port, FL 34287

#### ARTICLE 10. - BYLAWS

Bylaws of this corporation shall be made and may be altered or rescinded by majority vote of those members present at any regular meeting or at any special meeting called for that purpose. Notice of any special meeting shall be given as provided in the Bylaws.

#### ARTICLE 11. - AMENDMENTS

Section 1. These Articles of Incorporation may be amended at any annual meeting of the membership or at any special meeting of the membership called for that purpose, by a two-thirds vote of those present.

Section 2. Amendments may also be made by the Board of Directors at any meeting of the Board, provided at least ten days' notice of such proposed amendment or amendments be given to all members of the corporation by regular U. S. Mail.

#### ARTICLE 12. - PRINCIPAL OFFICE

The location of the principal office of this corporation shall be 15141 Tamiami Trail, North Port, Florida 34287, but may, from time to time, be changed to any other location in the State of Florida. Meetings of the Board of Directors and meetings of the membership may be held at any place within or outside the State of Florida, provided notice shall be given as provided by the Bylaws.

IN WITNESS WHEREOF, the undersigned have hereunto subscribed their names and affixed their seals for the purpose of forming this corporation not for profit under the laws of the

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State of Florida, this 1st day of December,  
2005.

Witnesses:

Nancy L. Elliott  
Sign Nancy L. Elliott

W. Kevin Russell  
W. Kevin Russell

Lyndell A. Doolittle  
Print Lyndell A. Doolittle

Nancy L. Elliott  
Sign Nancy L. Elliott

Kris Bilodeau  
Kris Bilodeau

Lyndell A. Doolittle  
Print Lyndell A. Doolittle

Nancy L. Elliott  
Sign Nancy L. Elliott

Jack Donoghue  
Jack Donoghue

Lyndell A. Doolittle  
Print Lyndell A. Doolittle

STATE OF FLORIDA:  
COUNTY OF SARASOTA:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared W. Kevin Russell, Kris Bilodeau and Jack Donoghue, to me known to be the persons described as incorporators or who produced Personally Known as identification, and who executed the foregoing Articles of Incorporation, and they acknowledged that they executed the same for the purposes therein stated.

12/08/05 THU 11:39 FAX 941 428 8961

W. KEVIN RUSSELL P.A.

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WITNESS my hand and official seal in the State and  
County aforesaid this 1<sup>st</sup> day of December, 2005.

NOTARY PUBLIC:



NANCY L. ELLIOTT  
MY COMMISSION # DD 425933  
EXPIRES: August 1, 2009  
Bonded Through Notary Services

Nancy L. Elliott  
Sign

Nancy L. Elliott  
Print Name

(SEAL)

My commission expires:

12/08/05 THU 11:39 FAX 941 429 8961

W.KEVIN RUSSELL P.A.

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STATE OF FLORIDA  
TALLAHASSEE

**CERTIFICATE DESIGNATING A REGISTERED AGENT AND  
REGISTERED OFFICE FOR THE SERVICE OF PROCESS**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

North Port Area Chamber Community 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 15141 Tamiami Trail, North Port, County of Sarasota, State of Florida 34287, has designated W. Kevin Russell, whose street address is 14295 S. Tamiami Trail, North Port, County of Sarasota, State of Florida 34287, as its agent to accept service of process within this state.

NORTH PORT AREA CHAMBER COMMUNITY FOUNDATION, INC.

ACCEPTANCE

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

  
W. Kevin Russell

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