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FLORIDA PROFIT/NON PROFIT CORPORATION

CELEBRATE MARCO, INC.

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**ARTICLES OF INCORPORATION
OF
CELEBRATE MARCO, INC.**

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Pursuant to Florida Statutes Section 617.01201 and 617.0202, these articles of incorporation are created by JAMES CURRAN, MONTE LAZARUS, and JACK PATTERSON, as incorporators.

ARTICLE I

CORPORATE NAME AND PRINCIPAL OFFICE

The name of the corporation is CELEBRATE MARCO, INC. The corporation's principal address shall be 950 North Collier Boulevard, Suite 201, Marco Island, Florida 34145.

ARTICLE II

PURPOSE

This is a nonprofit and nonpartisan entity organized for the purpose of promoting the social welfare and public good of the City of Marco Island and the general best interests of the residents, visitors, businesses and environment of Marco Island. The further purpose of the corporation is to contribute time and talent to advance the quality of life on Marco Island.

The specific purposes for which the corporation is organized are:

1. providing a forum for information and communication on civic issues;
2. dispensing information on current and forthcoming issues;
3. encouraging citizen participation and action in community and governmental affairs;
4. fostering a sense of community on Marco Island; and
5. taking such other actions as may further the general purpose of the corporation.

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ARTICLE III

NON-STOCK, NON-PROFIT

The corporation is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida. No portion of any earnings of the corporation shall be distributed or otherwise inure to the private benefit of any member, director or officer. All funds and the title to all property acquired by the corporation shall be held for the benefit of the members of the corporation in accordance with the provisions of these articles of incorporation and the bylaws of the corporation.

ARTICLE IV

POWERS

The powers of the corporation shall be those required to achieve the purposes as set forth in Article II above and shall include those powers specifically enumerated in the bylaws.

ARTICLE V

MEMBERSHIP

The criteria for selecting members shall be established in accordance with the bylaws.

ARTICLE VI

TERM

The term of the corporation shall be perpetual.

ARTICLE VII

BYLAWS

Once the bylaws are adopted by the initial board of directors, they may be altered, amended, or rescinded in the manner provided therein.

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ARTICLE VIII

DIRECTORS AND OFFICERS

The affairs of the corporation will be administered by a board of directors consisting of but not less than 3 directors nor more than 13 directors as established by the bylaws, and in the absence of such determination shall consist of 5 directors. Directors shall be elected by the members in the manner determined by the bylaws. Directors may be removed and vacancies on the board of directors shall be filled in the manner provided by the bylaws. The business of the corporation shall be conducted by the officers designated in the bylaws. The officers shall be elected by the board of directors at its first meeting following the annual meeting of the members of the corporation and shall serve at the pleasure of the board.

ARTICLE IX

INITIAL REGISTERED AGENT

The initial registered office of the corporation shall be at: 950 N. Collier Boulevard
Suite 201, SunTrust Building
Marco Island, Florida 34145

The initial registered agent at said address shall be: Donald S. Boyd

ARTICLE X

INCORPORATORS

The name and address of the incorporators are:

JAMES Curran
590 Club Marco Circle
Marco Island, Florida 34145

Monte Lazarus
222 Waterway Court
Marco Island, Florida 34145

Jack Patterson
860 Panama Court
Marco Island, Florida 34145

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ARTICLE XI

INDEMNIFICATION

To the fullest extent permitted by Florida law, the corporation shall indemnify and hold harmless every director, officer, employee and agent of the corporation against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed in connection with any legal proceeding (or settlement or appeal of such proceeding) to which such person may be a party because of having so served the corporation.

ARTICLE XII

AMENDMENTS

Amendments to these articles shall be proposed and adopted in the following manner:

- (A) Proposal. Amendments to these articles may be proposed by a majority of the board or by written petition of one-fourth (1/4) of the members.
- (B) Procedure. Upon any amendment or amendments to these articles being proposed by the board or the membership, such proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.
- (C) Vote Required. Except as otherwise required for by Florida law, these articles of incorporation may be amended by vote of a majority of total number of members at any annual or special meeting, or by approval in writing of a majority of interests without a meeting, provided that notice of any proposed amendment has been given to the members, and that the notice contains a fair statement of the proposed amendment.
- (D) Effective Date. An amendment shall become effective upon filing with the Secretary of State.

WHEREFORE the incorporator has caused these presents to be executed this 17 day of June, 2006.
August


JAMES CURRAN, Incorporator


MONTE LAZARUS, Incorporator


JACK PATTERSON, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

I hereby accept appointment as registered agent of the corporation. Further, I acknowledge that I am familiar with and accept the obligations of that position.


DONALD S. BOYD

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