N07000000543

(Requestor's Name)		
(Add	lress)	
(Add	lress)	
(City	/State/Zip/Phon	e #)
PICK-UP	☐ WAIT	MAIL
(Business Entity Name)		
(Doc	cument Number	
Certified Copies	Certificate	s of Status
Special Instructions to F	iling Officer:	

Office Use Only



000082006360



12/04/06--01004--004 **78.75

SECRETARY OF STATE TALLAHASSEE, FLORIDA

2007 JAN 18 PH 3: 5:

995

STRAYHORN & STRAYHORN, P.L.

A Professional Limited Liability Company 2125 First Street, Suite 200 • Fort Myers, Florida 33901

Guy M. Strayhorn (1889-1981) Norwood R. Strayhorn (1911-1982) Guy R. Strayhorn E. Bruce Strayhorn, P.L. Richard W. Pringle, P.A. Reply to: Richard W. Pringle P. O. Box 1545 Fort Myers, FL 33902-1545

Telephone: 239/332-4717 Facsimile: 239/332-4718

E-Mail: Richard@strayhornlaw.com

November 28, 2006

<u>VIA CERTIFIED MAIL</u> RETURN RECEIPT REQUESTED

Division of Corporations 409 East Gaines Street Tallahassee, FL 32399 Att'n: Certifications Department

RE: Articles of Incorporation for Southwest Florida Urban Search and Rescue,

Florida Task Force 6, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for Southwest Florida Urban Search and Rescue, Florida Task Force 6, Inc., together with a check in the amount of \$78.75 for the required filing fees and certified copies. Please return the documents to Richard W. Pringle at P.O. Box 1545, Fort Myers, Florida 33902-1545.

Thank you for your assistance. Please contact me if you have any questions.

Sincerely

Richard W. Pringle

2006022

Enclosures RWP/nlp

STRAYHORN & STRAYHORN, P.L.

A Professional Limited Liability Company 2125 First Street, Suite 200 • Fort Myers, Florida 33901

Guy M. Strayhorn (1889-1981) Norwood R. Strayhorn (1911-1982) Guy R. Strayhorn E. Bruce Strayhorn, P.L. Richard W. Pringle, P.A. Reply to: Richard W. Pringle P. O. Box 1545 Fort Myers, FL 33902-1545

Telephone: 239/332-4717 Facsimile: 239/332-4718

E-Mail: Richard@strayhornlaw.com

January 17, 2007

VIA FEDERAL EXPRESS OVERNIGHT

Florida Department of State Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, FL 32301 ATTN: Tammy Hampton

Southwest Florida Urban Search and Rescue Task Force 6, Inc.-

Ref. No. W06000052319

Dear Ms. Hampton:

RE:

Pursuant to your directions in the attached correspondence, enclosed please find the revised Articles of Incorporation for Southwest Florida Urban Search and Rescue Task Force 6, Inc. Please apply the payment of \$78.75, which was enclosed with our correspondence dated November 28, 2006, to the filing fee for the enclosed revised Articles of Incorporation.

7

RWP/nlp 2006022

Enclosure: Revised Articles of Incorporation



FLORIDA DEPARTMENT OF STATE Division of Corporations

December 4, 2006

RICHARD W PRINGLE P O BOX 1545 FT MYERS, FL 33902-1545

SUBJECT: SOUTHWEST FLORIDA URBAN SEARCH AND RESCUE FLORIDA

TASK FORCE 6, INC.

Ref. Number: W06000052319

We have received your document for SOUTHWEST FLORIDA URBAN SEARCH AND RESCUE FLORIDA TASK FORCE 6, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0802 or 617.0802, Florida Statutes, requires directors to be natural persons 18 years old or older.

An effective date <u>may</u> be <u>added</u> to the Articles of Incorporation <u>if a 2007 date is needed</u>, otherwise the date of receipt will be the file date. <u>A separate article must be added to the Articles of Incorporation for the effective date.</u>

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton Document Specialist New Filing Section

Letter Number: 706A00069390

ARTICLES OF INCORPORATION OF

SOUTHWEST FLORIDA URBAN SEARCH AND RESCUE, FLORIDA TASK FORCE 6, INC.

(A Corporation Not-for-Profit)

I, the undersigned incorporator, with other persons being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I Name

The name of the corporation shall be:

SOUTHWEST FLORIDA URBAN SEARCH AND RESCUE, FLORIDA TASK FORCE 6, INC.

ARTICLE II Address and Place of Business

The principal place of business and the mailing address for the corporation is

SOUTHWEST FLORIDA URBAN SEARCH AND RESCUE, FLORIDA TASK FORCE 6, INC.

c/o Bonita Springs Fire Control and Rescue District 27701 Bonita Grande Drive Bonita Springs, Florida 34135

ARTICLE III Period of Duration

The corporation shall begin existence on the day of initial filing, and shall continue into perpetuity, or until dissolved in a manner provided by law.

ARTICLE IV Purposes and Activities

This corporation is organized and shall be operated for purposes exclusively within the meaning of Sections 17(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law ("Code"). Within the limitations established by the preceding sentence, this corporation is organized and shall be operated primarily to provide a technical search and rescue team, including but not

limited to, urban search and rescue, at the local, regional, state and federal level, and to do any and all things permitted by law to be done by corporations not for profit under Chapter 617 of the Florida Statutes.

ARTICLE V Powers

This corporation shall have and exercise only such powers as are provided under the Florida Not For Profit Corporation Act and as are required by and are consistent with the purposes enumerated in Article IV above. Within these limitations, this corporation may acquire and receive property of every kind by any legal means, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise or otherwise, and whether in trust or otherwise; own, hold, manage, expend, and make gifts, grants, and contributions of, and convey, transfer, and dispose of any property and the income thereof to further any of the purposes of this corporation; lease, mortgage, or encumber, any such property; and exercise any and all other powers that are consistent with the foregoing purposes and that are afforded to this corporation under Chapter 617 of the Florida Statutes.

ARTICLE VI Restrictions

Notwithstanding any other provisions of these Articles, the restrictions set forth in this Article VI shall govern the activities of this corporation. This corporation will not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

This corporation shall not, incidentally or otherwise, afford or pay any pecuniary gain, dividends, or other pecuniary remuneration to its members, and no part of the net income or net earnings of this corporation shall, directly or indirectly, inure to the benefit of or be distributed to any member, director, officer or other private individual except for distribution to the members who are also political subdivisions of the state of Florida, as provided in Article XII herein, including Lee County and the members who are government agencies, upon dissolution. This corporation shall not guarantee to any person the payment of a loan by any officer, director, or member of this corporation. Nonetheless, this corporation may pay reasonable compensation for

services rendered and for supplies furnished to this corporation in furtherance of the purposes set forth in Article IV above.

This corporation shall not, as a substantial part of its activities, attempt to influence legislation by propaganda or otherwise. This corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office (whether the publishing or distributing of statements or otherwise).

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations, including the members, which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the United States government, or to the State of Florida, or any political subdivision, including but not limited to independent special fire districts, or an agency of the State for exclusively public purposes.

ARTICLE VII Membership

At all times the members of the Corporation shall be all of the members of the Board of Directors; however, there shall not be separate membership voting rights and all voting rights shall be vested in the Board of Directors of this corporation.

ARTICLE VIII Board of Directors

All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation shall be vested in and managed under the direction of its Board of Directors, subject to any limitations set forth. This corporation shall have not less than three (3) members and not more than twenty one (21) members of its Board of Directors. Currently there are seven (7) members of the Board of Directors. The Bylaws of this corporation shall specify the qualifications, term of office, method of election, powers, authority, and duties of the directors of this corporation, the time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the expressed provisions of these Articles of Incorporation.

The Public Safety Director of the Emergency Medical Services of Lee County, Florida, a chartered county, and the highest ranking chief administrative officer of the following named independent special fire control districts shall be the members of the Board of Directors:

- BONITA SPRINGS FIRE CONTROL AND RESCUE DISTRICT, an independent special district created by the state legislature of the State of Florida.
- 2. ESTERO FIRE RESCUE, an independent special district created by the state legislature of the State of Florida,
- FORT MYERS BEACH FIRE CONTROL DISTRICT, an independent special district created by the state legislature,
- 4. IONA MCGREGOR FIRE PROTECTION AND RESCUE SERVICE DISTRICT, an independent special district created by the state legislature,
- 5. SAN CARLOS PARK FIRE PROTECTION AND RESCUE SERVICE DISTRICT, an independent special district created by the state legislature of the State of Florida,
- 6. SOUTH TRAIL FIRE PROTECTION AND RESCUE SERVICE DISTRICT, an independent special district created by the state legislature of the State of Florida.

Upon the resignation, retirement or other termination of employment of the Public Safety Director of the Emergency Medical Services of Lee County, Florida, or upon the resignation, retirement or other termination of employment of the highest ranking chief administrative officer of any of the above named independent special fire control districts, the individual who replaces said Public Safety Director or highest ranking chief administrative officer will automatically become a member of the Board of Directors without any official action having to be taken by the members of this corporation or by the members of the Board of Directors of this corporation. Further, the individual who resigned or retired or whose employment was otherwise terminated as the Public Safety Director of the Emergency Medical Services of Lee County, Florida, or as the highest ranking chief administrative officer of any of the above named independent special fire control districts shall immediately and automatically cease to be a member of the Board of Directors without any official action having to be taken by the members of this corporation or by the members of the Board of Directors of this corporation.

Initially, the members of the Board of Directors shall be the following individuals:

JOHN WILSON

c/o Emergency Medical Services of Lee County, Florida

P.O. Box 398

Fort Myers, FL 33902-0398

2. DAN GOURLEY

c/o Bonita Springs Fire Control and Rescue District

27701 Bonita Grande Drive

Bonita Springs, FL 34135

3. JEFF LINDSEY

c/o Estero Fire Rescue

21500 Three Oaks Parkway

Estero, FL 33928

4. MICHAEL BECKER

c/o Fort Myers Beach Fire Control District

3043 Estero Blvd.

Fort Myers Beach, FL 33931

5. WILLIAM ELLIOTT

c/o Iona McGregor Fire Protection and Rescue Service District

6061 South Pointe Blvd.

Fort Myers, FL 33919

6. NATALE J. IPPOLITO

c/o San Carlos Park Fire Protection and Rescue Service District

19591 Ben Hill Griffin Pkwy.

Fort Myers, FL 33913

CLIFFORD H. PAXSON

c/o South Trail Fire Protection and Rescue Service District

5531 Halifax Ave.

Fort Myers, FL 33912

ARTICLE IX No Personal Liability

The officers, directors and members of this corporation shall not be personally liable to any extent whatsoever for any debts or obligations of this corporation, nor shall any property of any officer, director or member be subject to the payment of the debts or obligations of the corporation. Every officer, director and member of the corporation shall be indemnified by the corporation against all expenses and liabilities, including legal counsel fees, reasonably incurred by or imposed upon him, her or it in connection with any proceeding or any settlement of any proceeding to which he, she or it may be a party or in which he, she or it may become involved by reason of his, her or it being or having been an officer, director or member of the corporation, whether or not he, she or it is an officer, director or member at the time such expenses are incurred, except when the officer, director or member is adjudged guilty of willful misfeasance, malfeasance or nonfeasance in the performance of his, her or its duties. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such officer, director or member may be entitled. This indemnification shall in no way be interpreted to waive the sovereign immunity protections of any member, director or officer as provided by Florida law.

ARTICLE X Capital Stock

This corporation shall have no capital stock, either authorized or issued.

ARTICLE XI <u>Bylaws</u>

The By-Laws of this corporation shall be proposed by the Board of Directors and adopted by a super majority vote (70%) of all of the Board of Directors to be effective. Amendments to the By-laws shall require the approval of a super majority vote (70%) of all of the members of the Board of Directors of this corporation to be effective.

ARTICLE XII Dissolution

This corporation may be dissolved in accordance with the Laws of the State of Florida. Upon dissolution of this corporation, and after the payment of all liabilities and obligations of this corporation and all costs and expenses incurred by this corporation in connection with such dissolution, and subject always to the further provisions of this Article XII, any remaining property shall be distributed to one or more organizations that are exempt from federal income taxation under 501(a) of the Code by virtue of being described in Section 501(c)(3) of the Code, or to the United States government, or to the State of Florida, or any political subdivision, including independent special fire districts, or agency of the State for exclusively public purposes, all in such proportions as shall be determined: (i) by the Board of Directors of this corporation if the dissolution of this corporation is not required by the laws of the State of Florida then in existence to be conducted under court supervision, or (ii) by a court of competent jurisdiction if the dissolution of this corporation is required by the Laws of the State of Florida then in existence to be conducted under court supervision. Notwithstanding anything apparently or expressly to the contrary contained in this Article XII, if any assets are then held by this corporation in trust or upon condition or subject to any executory or special limitation, and if the condition or limitation occurs by reason of the dissolution of this corporation, such assets shall revert or be returned, transferred, or conveyed in accordance with the terms and provisions of such trust, conditions, or limitations, provided that such assets shall not be distributed to the corporation's members, directors or officers, unless said member, director or officer is an organization that is exempt from federal income taxation under 501(a) of the Code by virtue of being described in Section 501(c)(3) of the Code, or is the United States government, or is the

State of Florida, or any political subdivision, including an independent special fire district, or agency of the State for exclusively public purposes.

ARTICLE XIII Initial Management

The names of the officers who shall manage all of the affairs of this corporation until the first election of officers are as follows:

Chairman/President

John Wilson

Vice-Chairman/President

Natale J. Ippolito

Treasurer

Clifford H. Paxson

Secretary

Dan Gourley

ARTICLE XIV Registered Agent

The street address of the initial registered agent's office of the corporation is 2125 First Street, Suite 200, Fort Myers, Florida 33901, and the name of the initial registered agent at that address is Richard W. Pringle.

ARTICLE XV Incorporator

The name and street address of the incorporator to these Articles of Incorporation is:

Richard W. Pringle 2125 First Street, Suite 200 Fort Myers, Florida 33901

IN WITNESS WHEREOF, THE SAID INCORPORATOR has subscribed his name this

day of Jamay, 2006

Richard W. Pringle, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

Richard W. Pringle, an individual residing in the State of Florida, having an address of 2125 First Street, Suite 200, Fort Myers, Florida 33901, and having been designated as the registered agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of registered agent under Section 607.0505, Florida Statutes.

RICHARD W. PRINGLE, Registered Agent