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TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

Crew Southwest Florida, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CREW SOUTHWEST FLORIDA, INC.
a Florida not-for-profit Corporation

The undersigned, acting as the president of the Corporation, has signed these Articles of Incorporation and certifies that they were properly adopted by the Corporation:

ARTICLE I
NAME

The name of the corporation is CREW Southwest Florida, Inc. (the "Corporation"). If the Corporation does business under a name other than that set forth in these Articles of Incorporation, then the Company shall file a fictitious name registration as required by applicable law.

ARTICLE II
PURPOSE AND POWERS

The Corporation is organized to encourage and promote business and professional opportunities for women in the field of commercial real estate and subject to the restrictions and limitations set forth in these Articles of Incorporation, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(6) of the Internal Revenue Code as amended (the "I.R.C."), and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

ARTICLE III
ACTIVITIES AND RESTRICTIONS

3.1 No dividends, liquidating dividends, or distributions shall be declared or paid by the Corporation to any private individual or officer or director of the Corporation.

3.2 No substantial part of the activities of the Corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation, unless by appropriate election a greater part is permitted without jeopardizing the corporation's exemption under I.R.C. Section 501(c)(6). The Corporation shall neither participate in, nor intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office, including the publishing or distribution of any statements.

3.3 No part of the net earnings or net income of the Corporation shall inure to the benefit of any private individual or officer or director of the Corporation; provided, however, that such a person may receive reasonable compensation for personal services rendered, or reimbursement for reasonable expenses incurred, which are necessary to carrying out the exempt purposes of the Corporation.

3.4 Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under I.R.C. Section 501(c)(6) or by a corporation contributions to which are deductible under I.R.C. Section 170(c)(2).

3.5 Whenever the Corporation is a private foundation as defined in I.R.C. Section 509(a), the income of the Corporation shall be distributed at such time and in such manner as not to subject it to tax under I.R.C. Section 4942 and the Corporation shall not engage in any act of self-dealing, or retain any excess business holdings, or make any taxable expenditures as defined in I.R.C. Sections 4941(d), 4943(c) and 4945(d), respectively, or make any investments in such manner as to subject it to tax under I.R.C. Section 4944; or make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

ARTICLE IV DISSOLUTION

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all assets of the Corporation exclusively for the purposes of the Corporation, to one or more organizations as determined by the Board of Directors that are then described in I.R.C. Sections 170(c)(2), 501(c)(3), 501(c)(6), 2055(a)(2) and 2522(a)(2) and having purposes substantially similar to those of the Corporation, except that no private foundation as defined in I.R.C. Section 509(a) shall be a recipient of such distributions, or to one or more units or agencies of federal, state or local government to be used exclusively for public purposes. Any such assets not so distributed shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, to such organization or organizations as the Court shall determine, to be used for purposes substantially similar to those of the Corporation.

ARTICLE V PRINCIPAL OFFICE AND ADDRESS

The address of the principal office address and mailing address of the Corporation is 5801 Pelican Bay Blvd., Suite 300, Naples, Florida 34108. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the purposes of the Corporation may require.

ARTICLE VI DURATION

The term of the Corporation is perpetual.

**ARTICLE VII
DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors which shall consist of such number of persons as shall be fixed by the Bylaws from time to time, but shall not be less than the number of directors required by applicable law, which at the time of execution of these Articles is three (3). The terms of office, qualification and method of the election of the Directors of the Corporation is set forth in the Bylaws of the Corporation.

**ARTICLE VIII
MEMBERS**

The Corporation shall have members whose rights are set forth in the Bylaws of the Corporation.

**ARTICLE IX
REGISTERED OFFICE AND AGENT**

The registered agent and office of the Corporation shall be Ellen A. Goldman, Esquire, c/o Porter, Wright, Morris & Arthur LLP, 5801 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108.


**ARTICLE X
INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is Ellen A. Goldman, Esquire, c/o Porter, Wright, Morris & Arthur LLP, 5801 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108-2709.

**ARTICLE XI
AMENDMENT**

The Corporation reserves the right, by the affirmative vote of a majority of the Corporation's Board of Directors, to amend or repeal any provision or provisions contained in these Articles of Incorporation or any amendment to them in any manner which does not contravene the purposes of the Corporation as stated in these Articles and which would not adversely affect the Corporation's status as an organization qualifying under Section 501(c)(6) of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned, being the president of the Corporation, has signed these Articles of Incorporation on this 10 day of Sept, 2007.


Ellen A. Goldman, president

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of 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 CREW SOUTHWEST FLORIDA, INC.
2. The name and address of the registered agent and office are:

Ellen A. Goldman, Esquire
Porter, Wright, Morris & Arthur LLP
5801 Pelican Bay Blvd., Suite 300
Naples, Florida 34108-2709

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 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: 9-10, 2007



Ellen A. Goldman