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DIVISION OF CORPORATIONS

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First Naples Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF
FIRST NAPLES FOUNDATION, INC.**

In compliance with the requirements of Chapter 617 of the Florida Statutes, the undersigned does hereby act as the sole Incorporator and adopts the following Articles of Incorporation ("Articles"):

**ARTICLE I.
NAME OF CORPORATION**

The name of the corporation shall be the "First Naples Foundation, Inc."
(the "Corporation").

**ARTICLE II.
ADDRESS**

The initial principal office or mailing address of the Corporation is:

3000 Orange Blossom Drive
Naples, Florida 34109-8919

**ARTICLE III.
REGISTERED AGENT**

The name and address of the Corporation's initial registered agent is:

James R. Nici, Esq.
c/o Cox & Nici
1185 Immokalee Road, Suite 110
Naples, Florida 34110

**ARTICLE IV.
INCORPORATOR**

The name and address of the sole incorporator of the Corporation is:

James R. Nici, Esq.
c/o Cox & Nici
1185 Immokalee Road, Suite 110
Naples, Florida 34110

ARTICLE V. PURPOSE

The Corporation is organized exclusively for charitable, religious and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain. The Corporation is authorized to perform any lawful act or activity for which not-for-profit corporations may be formed under Florida Statutes Chapter 617, the Florida Not-For-Profit Corporation Act. In particular, the Corporation is formed for the purposes of:

To support and contribute to the growth and development of the ministries and activities of the First Baptist Church of Naples, Inc. including the First Baptist Academy (a mission of the First Baptist Church of Naples, Inc.); and

To solicit gifts and bequests and to administer funds received in connection with the purposes of the Corporation.

The Corporation may solicit, receive and maintain a fund or funds of real or personal property and shall apply the whole or any part of the income or principal thereof exclusively for exempt purposes, including, but not limited to, the purposes and activities heretofore described. Such income or principal may be applied by such agencies and means as shall from time to time be found appropriate and as are lawful for a not-for-profit corporation.

ARTICLE VI. REQUIREMENTS & PROHIBITIONS

Notwithstanding any other provisions of these Articles to the contrary, the following provisions shall apply to the Corporation at all times:

1. 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.
2. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.
3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 these Articles.
4. The Corporation shall be a non-stock Corporation and shall not have the power to declare dividends. No member, Trustee, Director or Officer of the Corporation, or any private persons shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

5. The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code; nor retain any excess business holdings as defined in section 4943(c) of the Code; nor make any investments in such manner as to subject the Corporation to tax under section 4944 of the Code; nor make any taxable expenditures as defined in section 4945(d) of the Code.

6. The Corporation shall not have or exercise any power that would cause it not to qualify as a tax-exempt organization under section 501(c)(3) of the Code, or by a Corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii) and 2522(a)(2) of the Code, nor shall the Corporation engage directly or indirectly in any activity that would cause the loss of such qualification.

7. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

8. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

9. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

10. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VII. DIRECTORS AND MEMBER

The number of directors on the Board shall be not less than three (3) persons. Thereafter, within the limits above specified, the number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than three (3). The manner and procedure for the election of the directors shall be set forth under the Bylaws of the Corporation.

The name and address of the person(s) to serve as Director of the Corporation until the first annual meeting of the Board of Directors of the Corporation, or until one or more successors have been elected and qualify, is as follows:

Chuck McKeever, Director
6632 Mangrove Way
Naples, Florida 34109-7814

Kent Anderson, Director
9085 The Lane
Naples, Florida 34109-2507

Edward J. Mace
13423 Apple Pond Drive East
Naples, Florida 34119-8581

There shall be one (1) Member for the Corporation. The sole member of the Corporation shall be First Baptist Church of Naples, Inc., as long as it qualifies for exemption under Section 501 (c)(3) of the Internal Revenue Code.

ARTICLE VIII. INDEMNIFICATION

The Corporation shall have the power to indemnify its officers, Directors, employees and agents to the full extent permitted by law, including but not limited to the provisions of Florida Statutes Chapter 617.0831

ARTICLE IX. AMENDMENT

These Articles may be amended as provided in the Bylaws of the Corporation and shall be made in accordance with the provisions of the laws of the State of Florida. Notwithstanding the foregoing to the contrary, these Articles shall not be amended in a manner that will cause the Corporation to no longer qualify as a not-for-profit corporation or as an organization that is exempt from federal income tax under Section 501(c)(3) of the Code. It is required that the sole Member of the Corporation must approve any amendment to the bylaws.

ARTICLE X. TERM

The Term of the Corporation shall be perpetual, unless the Member and the Board of Directors decide to dissolve the Corporation in accordance with the bylaws and Florida law.

ARTICLE XI. DISSOLUTION

Upon the dissolution or winding up of the Corporation, the Board of Directors shall, after payment of, or making provision for the payment of, all liabilities of the Corporation (as described in Section 617.1406(3)(a) of the Florida Statutes), distribute all assets of the Corporation (including assets held by the Corporation under conditions requiring return, as

described in Section 617.1406(3)(b) of the Florida Statutes) to such organization or organizations qualified as exempt under Section 501(c)(3) of the 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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. Any such Plan of Distribution shall be in accordance with Florida Statutes Section 617.1406.

NOW, THEREFORE, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Not-For-Profit Corporation Act has executed these Articles of Incorporation dated effective as of November 1, 2007.

By: 
James R. Nici, sole Incorporator

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

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, 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 "First Naples Foundation, Inc."
2. The name and address of the registered agent and office is:

James R. Nici, Esq.
c/o Cox & Nici
1185 Immokalee Road, Suite 110
Naples, Florida 34110

Having been named 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated effective as of November 1, 2007

By: 

James R. Nici
Initial Registered Agent

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