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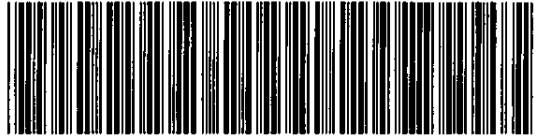
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FILED
07 DEC 12 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VA

December 2, 2007

Dear Secretary of State:

Attached is the application narrative for Incorporation of VOLUNTEERCOLLIER INC. Also attached is are checks in the amount of \$78.00 and \$.35. If this amount is inadequate, please so inform me and I will reimburse the balance owing by return mail.

Please review and make any and all corrections or additions you deem fitting. I will then place the application and a check in the mail to the Florida Secretary of State.

RAYBURN CADWALLADER
**Rayburn Cadwallader
1090 Egrets Walk Circle
Naples, Florida 34108**

ARTICLES OF INCORPORATION OF VOLUNTEER COLLIER, INC.

ARTICLE I

NAME

**THE NAME OF THE CORPORATION SHALL BE "VOLUNTEER COLLIER,
INC."
OUR EMPLOYMENT IDENTIFICATION NUMBER IS 83-0500837.**

ARTICLE II

PRINCIPAL OFFICE

**THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS
CORPORATION SHALL BE 553 GALLEON DRIVE, NAPLES, FLORIDA 34102.**

ARTICLE III

PURPOSE

**IT SHALL BE THE MISSION OF THE CORPORATION TO
RECRUIT AND MOBILIZE VOLUNTEERS FOR THE BENEFIT OF
THE VARIOUS NON-PROFIT AGENCIES IN COLLIER COUNTY.**

**COLLIER COUNTY IS BLESSED WITH AN ABUNDANCE OF VOLUNTEERS
AND CHARITABLE AGENCIES PROVIDING SERVICES FOR THE NEEDS OF
OUR COMMUNITY. HOWEVER, MOST AGENCIES DO NOT HAVE THE
RESOURCES TO IDENTIFY, SOLICIT AND TRAIN A VOLUNTEER FORCE,
TO PROVIDE BACKGROUND CHECKS ON VOLUNTEERS PER INSURANCE
AND "HIPAA" REQUIREMENTS, OR TO FIND AND APPLY FOR GRANTS
AND OTHER FUNDING. CURRENTLY WHEN A FOUNDATION OR
INSTITUTION WANTS TO DISTRIBUTE FUNDS TO AN AGENCY, THAT
INSTITUTION REQUIRES THE AGENCY TO FILL OUT A SERIES OF
FORMS. MOST AGENCIES REPEAT THIS PROCESS SEVERAL TIMES A
YEAR AS WELL AS THE FOLLOW-UP REPORT SHOWING HOW THOSE
FUNDS WERE SPENT.**

**MANY AGENCIES OPERATE SEVERELY UNDERFUNDED AND SOME
EFFORTS OVERLAP. COLLIER COUNTY IS ONE OF ONLY TWO**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COUNTIES IN THE STATE OF FLORIDA THAT PROVIDES NO FINANCIAL SUPPORT TO CHARITABLE AGENCIES UNLESS MANDATED, RELYING UPON THE COMMUNITY TO MEET THE FINANCIAL NEEDS OF THESE CHARITABLE ORGANIZATIONS.

THERE ARE MANY PEOPLE WHO WANT TO VOLUNTEER THEIR SERVICES THROUGH RELIGIOUS INSTITUTIONS AND DIRECTLY WITH THE AGENCIES, BUT OFTEN FIND IT DIFFICULT TO IDENTIFY WHICH AGENCIES ARE BEST SUITED FOR THEIR INTERESTS AND TALENTS AND TO MEET THE REQUIREMENTS FOR BACKGROUND CHECKS, ETC.

THERE IS NO POOL OF QUALIFIED, TRAINED VOLUNTEERS TO STEP UP TO PROVIDE NEEDED SERVICES WHEN MANY SENIORS, FOR HEALTH OR AGING REASONS, ARE UNABLE TO CONTINUE THEIR EFFORTS.

IT SHALL BE THE MISSION OF "VOLUNTEER COLLIER INC." TO MAINTAIN A DATA BASE TO SUPPLY CHARITABLE AGENCIES WITH A SOURCE OF PROVEN AND INFORMED VOLUNTEERS. THE THEME OF THIS PROGRAM SHALL BE THAT "GIVING OF ONE'S SELF WILL INCREASE SPIRITUALITY WHICH, IN TURN, INCREASES ONE'S GIVING.

OTHER MISSIONS OF THE CORPORATION SHALL INCLUDE, BUT NOT BE LIMITED TO, ANY MISSION AS APPROVED BY THE BOARD OF DIRECTORS.

ARTICLE IV

MANNER OF ELECTION

THE MANNER IN WHICH THE DIRECTORS ARE ELECTED OR APPOINTED SHALL BE BY AN ANNUAL VOTE OF THE MEMBERS. THIS VOTE SHALL OCCUR AT THE ANNUAL MEETING OF THE CORPORATION.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

THE FOLLOWING LIST SHALL CONSTITUTE THE INITIAL DIRECTORS AND/OR OFFICERS

**1. RAYBURN CADWALLADER (DIRECTOR)
1090 EGRETS WALK CIRCLE
NAPLES, FLORIDA 34108
TEL.NO. 514-4080
EMAIL ADDRESS RAYSTEAM1@AOL.COM**

2. SIDNEY POND (DIRECTOR)
152 ATWOOD LANE
NAPLES, FLORIDA 34105
TEL.NO. 434-7212
EMAIL ADDRESS: SMP1027@COMCAST.NET

3. LINDA SUMMERS
10501 FGCU BOULEVARD SOUTH
FLORIDA CULF COAST UNIVERSITY, FORT MYERS, FLORIDA 33965
TEL.NO. 239-590-7016
EMAIL ADDRESS: LSUMMERSA@FGCU.EDU

4. MICHAEL BASDEN (DIRECTOR)
553 GALLEON DRIVE
NAPLES, FLORIDA 34102
TEL. NO. 262-6581
EMAIL ADDRESS: MBASDEN@TRINITYBYTHECOVE.COM

5. DONALD SCOTT (PRESIDENT AND DIRECTOR)
553 GALLEON DR
NAPLES, FLORIDA 34102
TEL. NO. 262-6581
CELL PHONE :239-564-6224
EMAIL ADDRESS: DSCOTT@TRINITYBYTHECOVE.COM

6. TORREY FOSTER (DIRECTOR)
2602 IMPERIAL GOLF COURSE BLVD
NAPLES, FLORIDA 34110
TEL.NO. 514-9799
EMAIL ADDRESS: TORFOSTER@COMCAST.NET

7. DEBRA MAHR (DIRECTOR)
6667 MANGROVE DRIVE
NAPLES, FLORIDA 34109
TEL.NO. 597-1964
EMAIL ADDRESS:
EXECUTIVEDIRECTOR@COLLIERHOMELESSCOALITION.ORG

8. TED COINE (DIRECTOR)
1727 ALAMANDA DRIVE
NAPLES, FLORIDA 34102
TEL. NO. 331-2524

EMAIL ADDRESS: TED.COINE@COINEINC.COM

9. STEVE BENSON (DIRECTOR)
1415 PANTHER LANE #237
NAPLES, FLORIDA 34109
TEL.NO. 239-591-6211
EMAIL ADDRESS: BENSON@PALMCOASTFG.COM

10. SHARON DOWNEY (DIRECTOR)
801 8TH AVENUE SOUTH
NAPLES, FLORIDA (34102)
TEL.NO. 239-252-7787
EMAIL ADDRESS: RSVP@COLLIERGOV.

11. MAUREEN SULLIVAN- HARTUNG(DIRECTOR)
4120 FIFTEENTH SOUTHWEST
NAPLES,FLORIDA (34116)
TEL.NO. 239-455-6897
EMAIL ADDRESS: MSHWrites@EARTHLINK.NET

13. DR. HAROLD BROWN
NAPLES, FLORIDA (34109)
HAROLDB@NNUMC.ORG

ARTICLE VI

THE NAME AND FLORIDA STREET ADDRESS OF THE INITIAL REGISTERED AGENT IS

RAYBURN CADWALLADER
1090 EGRETS WALK CIRCLE
NAPLES, FLORIDA 34108

ARTICLE VII

THE NAME OF THE INCORPORATOR IS

RAYBURN CADWALLADER
1090 EGRETS WALK CIRCLE
NAPLES, FLORIDA 34108

ARTICLE VIII

EFFECTIVE DATE OF COMMENCEMENT OF CORPORATE BUSINESS

THE EFFECTIVE DATE OF INCORPORATION IS THE DATE THESE ARTICLES ARE OFFICIALLY APPROVED BY THE SECRETARY OF THE STATE OF FLORIDA.

ARTICLE IX

MEMBERSHIP

INDIVIDUAL MEMBERSHIP IN VOLUNTEER COLLIER INC. SHALL BE BY APPROVAL OF THE BOARD OF DIRECTORS AND PAYMENT OF AN ANNUAL FEE OF \$5.00 DUE ON JANUARY 1 OF EACH YEAR AFTER INITIAL PAYMENT.

CORPORATE MEMBERSHIP IN VOLUNTEER COLLIER INC. SHALL BE BY APPROVAL OF THE BOARD OF DIRECTORS AND PAYMENT OF \$25.00 DUE ON JANUARY 1 OF EACH YEAR AFTER THE INITIAL PAYMENT. A BOARD OF DIRECTORS APPROVED MEMBERSHIP CERTIFICATE SHALL BE EVIDENCE OF MEMBERSHIP. CORPORATE MEMBERSHIP SHALL NOT INCLUDE THE RIGHT TO VOTE AT BUSINESS MEETINGS OF VOLUNTEERS COLLIER INCORPORATED. INDIVIDUAL MEMBERSHIP SHALL BE LIMITED TO RESIDENCY IN THE COUNTIES OF COLLIER AND LEE, FLORIDA.

ARTICLE X

MEMBERSHIP MEETINGS

THERE SHALL BE AN ANNUAL MEETING OF THE MEMBERSHIP ON THE FIRST TUESDAY APRIL OF EACH YEAR AT A LOCATION SELECTED BY THE BOARD OF DIRECTORS. OTHER MEMBERSHIP MEETINGS MAY BE CALLED BY A MAJORITY VOTE OF THE BOARD OF DIRECTORS

ARTICLE XI

BOARD OF DIRECTORS

DIRECTORS OF THE CORPORATION SHALL BE ELECTED BY A MAJORITY OF THE MEMBERS PRESENT AT THE ANNUAL MEETING OF THE CORPORATION. THE BOARD OF DIRECTORS SHALL BE CONSTITUTED OF NO LESS THAN NINE NOR MORE THAN FIFTEEN MEMBERS SO ELECTED. DIRECTORS SHALL SERVE A TERM OF ONE YEAR IN ACCORDANCE WITH THE CORPORATION'S CODE OF REGULATIONS.

ARTICLE XII

MEETING LOCATIONS

THE AFFAIRS OF THE CORPORATION SHALL OCCUR AT REGULAR MONTHLY MEETINGS TO BE HELD AT A CONVENIENT LOCATION WITHIN COLLIER COUNTY.

ARTICLE XIII

OFFICERS AND STANDING COMMITTEES

THE AFFAIRS OF THE CORPORATION SHALL BE RUN BY THE FOLLOWING POSITIONS:

1. **PRESIDENT- THE PRESIDENT SHALL BE RESPONSIBLE FOR ALL GENERAL MANAGEMENT OF CORPORATE AFFAIRS AND SHALL PRESIDE OVER ALL MEETINGS OF THE BOARD OF DIRECTORS.**
2. **VICE PRESIDENT- THE VICE PRESIDENT SHALL ACT IN THE ABSENCE OF THE PRESIDENT AND SHALL HAVE ALL OF THE SAME RESPONSIBILITIES AS EXIST WITH THE PRESIDENT**
3. **SECRETARY- THE SECRETARY SHALL BE RESPONSIBLE FOR TRANSCRIBING MINUTES OF ALL REGULAR AND SPECIAL MEETINGS OF THE BOARD OF DIRECTORS. THE SECRETARY SHALL ALSO MAINTAIN MEMBERSHIP RECORDS OF THE CORPORATION**
4. **TREASURER- THE TREASURER OF THE CORPORATION SHALL BE RESPONSIBLE FOR ALL FINANCIAL AFFAIRS OF THE CORPORATION INCLUDING BANK RECORDS, ALL CASH RECEIVED BY THE CORPORATION SHALL BE**

IMMEDIATELY DEPOSITED IN A GENERAL BANKING

INSTITUTION INSURED BY THE FEDERAL GOVERNMENT. TWO SIGNATURES REPRESENTING ALL BUSINESS AND FINANCIAL MATTERS OF THE CORPORATION SHALL BE REQUIRED. THESE TWO SIGNATURES WILL BE THE PRESIDENT AND THE TREASURER.

THE EXECUTIVE COMMITTEE SHALL BE THE OFFICERS OF THE CORPORATION AND HAVE FULL AUTHORITY TO REPRESENT THE CORPORATION BETWEEN REGULAR MEETINGS OF THE CORPORATION.

ARTICLE XIV

CORPORATE SEAL

THERE SHALL BE A CORPORATE SEAL OF THE CORPORATION. THIS SEAL OR A LIKENESS THEREOF MAY BE PLACED ON ALL OFFICIAL DOCUMENTS OF THE CORPORATION.

ARTICLE XV

STATUTORY AGENT

RAYBURN CADWALLADER SHALL BE THE STATUTORY AGENT FOR THE CORPORATION UNTIL REPLACED BY THE BOARD OF DIRECTORS

ARTICLE XVI

INCORPORATORS

RAYBURN CADWALLADER SHALL BE THE INITIAL INCORPORATOR OF THE CORPORATION AS EVIDENCED BY HIS SIGNATURE BELOW.

ARTICLE XVII

REQUIRED PARAGRAPHS BY INTERNAL REVENUE SERVICE TO QUALIFY AS A 501(C) (3) NONPROFIT CORPORATION

SAID 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 THE CORRESPONDING SECTION OF ANY FUTURE TAX CODE.

NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT, 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 IN THESE ARTICLES. NO SUBSTANTIAL PART OF THE ACTIVITIES SHALL BE THE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, AND THE CORPORATION SHALL NOT PARTICIPATE IN, OR INTERVENE IN (INCLUDING PUBLISHING OR DISTRIBUTION OF STATEMENTS) ANY POLITICAL CAMPAIGN ON BEHALF OF OR IN OPPOSITION TO ANY CANDIDATE FOR POLITICAL OFFICE.

NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE CORPORATION SHALL NOT CARRY ON 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 THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE OR

(B) BY CORPORATE CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE INTERNAL REVENUE CODE OR THE CORRESPONDING SECTIONS OF ANY FUTURE FEDERAL TAX CODE.

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 THE CORRESPONDING CODE 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 SHALL BE DISPOSED OF BY A COURT OF COMPETENT JURISDICTION 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.

IN WITNESS WHEREOF, I HEREUNTO SUBSCRIBE MY NAME
THIS 2ND DAY OF DECEMBER, 2007.

SIGNATURE

Raylin Colwell, Organizer

INCORPORATOR/ REGISTERED AGENT

07 DEC 12 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED