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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**GOODWILL INDUSTRIES OF SOUTHWEST FLORIDA FOUNDATION,**

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**ARTICLES OF INCORPORATION  
OF**

**GOODWILL INDUSTRIES OF SOUTHWEST FLORIDA FOUNDATION, INC.**

The undersigned, desiring to form a corporation not-for-profit under Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation:

**Article I. Name and Address**

The name of this corporation is **Goodwill Industries of Southwest Florida Foundation, Inc.** (the "Corporation"). Its principal office and mailing address shall be at 4940 Bayline Drive, North Fort Myers, Florida 33917, or at such other places as may be designated, from time to time, by the Board of Trustees.

**Article II. Purposes**

The general nature of the objectives and purposes of this Corporation shall be as follows:

This Corporation is organized and shall be operated exclusively as a corporation not-for-profit and for charitable purposes as a supporting organization under sections 501(c)(3) and 509(a)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder (the "Code"). Specifically, this Corporation is organized to provide financial assistance and support to Goodwill Industries of Southwest Florida, Inc., a Florida corporation not-for-profit (hereinafter "Goodwill") which is an exempt organization under Code Section 501(c)(3), and without limiting the generality of the immediately preceding sentence, shall assist in the functions of and in carrying out the purposes of Goodwill.

**Article III. Powers**

The Corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by Section 617.0302, Florida Statutes, as the same may be amended from time to time, including all actions necessary or expedient in the prosecution of the Corporation's purposes, which are necessary and desirable to carry out the purposes and responsibilities of the Corporation.

Notwithstanding the generality of the foregoing, the powers of the Corporation shall be subject to the following limitations and restrictions:

- a) The Corporation shall have no power to do any act inconsistent with the provisions of Section 501(c)(3), Section 170 (c)(2) and Section 509(a)(3) of the Code;

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- b) No part of the income, profit or assets of the Corporation shall inure to the benefit of, or be distributable to, directly or indirectly, its members, directors, officers, or other private persons; provided however, 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 Article III of these Articles;
- c) The Board of Trustees shall have the power to borrow funds, purchase, lease, pledge, and sell all real estate and to make all such contracts and agreements on behalf of the Corporation, as may be determined needful or convenient for the successful prosecution of its purposes and operations; and
- d) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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.

**Article IV. Officers**

- a) The Corporation shall have such officers as the Board of Trustees may appoint from time to time. Initially, the officers of the Corporation shall be a Chairperson, a Vice Chairperson, a Treasurer and a Secretary, and such other officers as maybe provided by the Bylaws.
- b) The Officers shall be elected by a majority vote of the Board of Trustees at its annual meeting.
- c) The following persons shall serve as the initial officers of the Corporation until their successors are elected:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
Chairperson	William J. Barrett	13822 Pine Villa Lane Fort Myers, FL 33912
Vice-Chair	Michael W. Sullivan	6271 Tidewater Island Circle Fort Myers, FL 33908
Treasurer	Sharlene Hamel-Dozier	1387 Wales Drive Fort Myers, FL 33901
Secretary	Chico Rivera	1474 N Lakewood Circle Fort Myers, FL 33919

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**Article V. Board of Trustees**

- a) All corporate powers shall be exercised under the authority of, and the affairs of this Corporation shall be managed under the direction of, the Board of Trustees, except as otherwise provided by law or in these Articles or the Bylaws of the Corporation.
- b) The Corporation shall have five (5) trustees initially. The number of trustees may be increased or decreased from time to time according to the bylaws, but shall never be less than five (5). The Board of Directors of Goodwill shall appoint the trustees.
- c) Each member of the Board of Trustees shall serve a term of one (1) year.
- d) The names and addresses of the initial members of the Board of Trustees who shall serve until their successors are duly elected are as follows:

NAME AND ADDRESS

William J. Barrett  
13822 Pine Villa Lane  
Fort Myers, FL 33912

Michael W. Sullivan  
6271 Tidewater Island Circle  
Fort Myers, FL 33908

Sharlene Hamil-Dozier  
1387 Wales Drive  
Fort Myers, FL 33901

Chico Rivera  
1474 N Lakewood Circle  
Fort Myers, FL 339919

George Richards  
2742 NW 13<sup>th</sup> Street  
Cape Coral, FL 33993

**Article VI. Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is 4940 Bayline Drive, North Fort Myers, FL 33917, and the name of the initial registered agent of this Corporation at that address is Thomas L. Feurig.

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**Article VII. Incorporator/Subscriber**

The name and address of the subscriber to these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
Goodwill Industries of Southwest Florida, Inc.	4940 Bayline Drive North Fort Myers, FL 33917

**Article VIII. Duration**

This Corporation shall exist perpetually.

**Article IX. Members**

Goodwill shall be the sole member of the Corporation.

**Article X. By-Laws**

- a) The Board of Trustees, by majority vote, may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as they may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Board of Trustees; provided, however, that such Bylaws shall not conflict with any of the provisions of these Articles of Incorporation.
- b) Upon proper notice, the Bylaws may be amended, altered or rescinded by the majority vote of the members of the Board of Trustees who are present at any regular meeting, or any special meeting for this purpose.

**Article XI. Amendments**

These Articles of Incorporation may be amended, altered, changed or repealed solely by Goodwill.

**Article XII. Territorial Limits**

The territorial limits for carrying out the objectives and purposes of this Corporation shall be identical to the territorial limits of Goodwill.

**Article XIII. Corporate Liquidation and Dissolution; Distributions**

The Corporation may be dissolved only upon a vote of not less than seventy five percent (75%) of the Board of Trustees or upon direction of Goodwill.

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No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this Corporation and, upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to Goodwill, or, if Goodwill ceases to exist or is not an organization qualified for exemption under Section 501(c)(3) of the Code at the time of such distribution, then the distribution shall be made as determined by the Board of Trustees in the manner to best accomplish the religious, charitable and educational purposes of Goodwill, provided that such distribution shall be made:

- a) To one or more organizations which have qualified for exemption under Section 501(c)(3) of the Code where the purposes are similar to the religious, charitable and educational purposes of Goodwill;
- b) To the federal government or a state or local government, for public purposes similar to the religious, charitable and educational purposes of Goodwill consistent with section 501(c)(3) of the Code and in accordance with the laws of the State of Florida; or
- c) Upon order of a court of competent jurisdiction, to another organization to be used in such manner as in the judgment of the court will best accomplish the religious, charitable and educational purposes of Goodwill.

**Article XIV. Indemnification**

The Corporation shall indemnify officers, trustees, employees, and agents to the full extent permitted by the Florida Not-For-Profit Corporation Act, provided, however, that no such indemnification shall be permitted if such indemnification would violate the purposes of the Corporation as specified in Article II herein or would be inconsistent with the provisions of Section 501(c)(3), Section 170(c)(2) or Section 509(a)(3) of the Code.

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

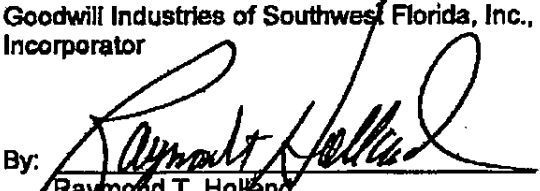
  
Thomas L. Feurig, Registered Agent

10/24/08  
Date

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On behalf of Goodwill Industries of Southwest Florida, the undersigned Incorporator, I have made, signed and hereby acknowledge these Articles of Incorporation this 20 of October, 2008, for the purpose of incorporating as a corporation not-for-profit under the laws of the State of Florida.

Goodwill Industries of Southwest Florida, Inc.,  
Incorporator

By:   
Raymond T. Holland  
Its: Chairman

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