

No 8 000010980

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H08000267596 3)))



H080002675963ABCA

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 617-6381

From:
Account Name : QUARLES & BRADY LLP
Account Number : I200000000067
Phone : (239) 262-5959
Fax Number : (239) 434-4999

FLORIDA PROFIT/NON PROFIT CORPORATION

NAPLES FINE ART DEALERS ASSOCIATION, INC.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

T. Burch DEC 5 2008

FILED

2008 DEC -4 PM 4: 20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

08 DEC -4 AM 8: 00

DIVISION OF CORPORATIONS

2008 DEC -4 PM 4:20
SICILY OF STATE
TALLAHASSEE, FLORIDA

FILED

**ARTICLES OF INCORPORATION
OF
NAPLES FINE ART DEALERS ASSOCIATION, INC.**

A Florida "Not for Profit" Corporation

The undersigned, acting as incorporator or a corporation under Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE 1
NAME OF THE CORPORATION**

The name of the corporation is NAPLES FINE ART DEALERS ASSOCIATION, INC.
(hereinafter the "Corporation")

**ARTICLE 2
PRINCIPAL OFFICE AND MAILING ADDRESS**

2.1 The principal office of the Corporation is located at 452 Bayfront Place, Naples, Florida 34102.

2.2 The mailing address of Corporation is 452 Bayfront Place, Naples, Florida 34102.

**ARTICLE 3
DURATION**

The period of the duration of the Corporation is perpetual unless dissolved according to Florida law.

**ARTICLE 4
PURPOSES**

4.1 The Corporation is organized to provide opportunities for the development of artistic impression, educational programs for better understanding of fine art by the public, and to achieve increased awareness of Naples as a major international art center.

4.2 The initial purposes of the Corporation will be:

4.2.1 To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, museums, foundations, or governmental bureaus, departments or agencies.

4.3 The Board of Directors, with the consent of the Membership, if any, shall have the authority to modify the purposes of the Corporation, by majority vote.

ARTICLE 5 **REGISTERED AGENT**

5.1 The name of the registered agent of the corporation is NAPLES-LAWDOCK, INC. The address of this registered agent is 1395 Panther Lane, Suite 300, Naples, Florida 34109.

5.2 The Board of Directors shall have the authority to change the registered agent by majority vote.

ARTICLE 6 **MEMBERS**

6.1 The Corporation shall have those classes of Membership which the Board of Directors shall approve by a Two Thirds (2/3rds) vote of the Board of Directors.

6.2 The rights and obligations of Members and Membership shall be established in the Bylaws of the Corporation, provided that no Class of Membership may be granted a direct or indirect ownership in the assets of the Corporation.

6.3 The Board of Directors by unanimous vote shall have the authority to eliminate any class or classes of Membership in its discretion.

ARTICLE 7 **INITIAL BOARD OF DIRECTORS**

7.1 There shall be four (4) directors on the initial Board of Directors.

7.2 The method of election of the Board of Directors shall be stated in the Bylaws.

7.3 The names of the initial members of the board of Directors are: Roger Weatherburn Baker, Trudy Labell, Peg Goldberg and Nancy Winch.

ARTICLE 8 **DISSOLUTION**

Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes.

ARTICLE 9
AMENDMENT OF BYLAWS

The Corporation's Bylaws may be amended, altered, restated or repeated and new Bylaws may be adopted only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE 10
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, altered and/or restated only by the affirmative unanimous vote of the members of the Board of Directors.

ARTICLE 11

The sole incorporator of the Corporation is Roger Weatherburn Baker. The complete business address of the sole incorporator is 452 Bayfront Place, Naples, Florida 34102.

IN WITNESS WHEREOF, the undersigned President and incorporator has executed these Articles of Incorporation on the 30 day of November, 2008.



ROGER WEATHERBURN BAKER,
President and Incorporator

**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND
REGISTERED AGENT**

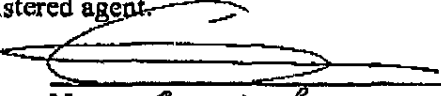
PURSUANT TO THE PROVISIONS OF SECTIONS 48.091 and 607.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN
THE STATE OF FLORIDA

The name of the Corporation is NAPLES FINE ART DEALERS ASSOCIATION, INC.

The name of the initial registered agent of the Corporation is NAPLES-LAWDOCK,
INC., 1395 Panther Lane, Suite 300, Naples, FL 34109.

REGISTERED AGENT ACCEPTANCE

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 that 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.


Name: *Benjamin Brown*
Title: *Vice President*
NAPLES-LAWDOCK, INC.
Registered Agent

Date: *December 2, 2008*