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FLORIDA PROFIT/NON PROFIT CORPORATION

Naples MacFriends User Group, Inc.

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**ARTICLES OF INCORPORATION
OF
NAPLES MACFRIENDS USER GROUP, INC.
(A Florida Organization Not-For-Profit)**

**ARTICLE I
Name**

The name of the Corporation is **NAPLES MACFRIENDS USER GROUP, INC.** (the "Organization")

**ARTICLE II
Principal Office and Address**

The principal office and mailing address of the Organization are:

c/o Cummings & Lockwood LLC
3001 Tamiami Trail North, Suite 400
Naples, Florida 34103
Attention: Mary Beth Crawford, Esq.

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**ARTICLE III
Purpose**

The Organization is organized exclusively for charitable 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 Organization is authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Not For Profit Corporation Act.

Notwithstanding any other provisions of these Articles to the contrary, the Organization shall not have or exercise any power which would cause it not to qualify as a tax-exempt organization under section 501(c)(3) of the Code; nor shall the Organization engage directly or indirectly in any activity which would cause the loss of such qualification.

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ARTICLE IV
Directors

The number of directors constituting the Board of Directors of the Organization shall be as provided in the Bylaws, provided, however, the number of directors shall not be less than three (3). The initial Board of Directors shall be as follows and each shall serve until the first annual meeting of the Members:

Name of Director	Address
Vickie Kelber Jerome W. King Gene O'Meara Georgia D. Munday Ben Rae George Rubin Larry Varone	c/o Cummings & Lockwood LLC 3001 Tamiami Trail North, Suite 400 Naples, Florida 34103

The manner in which the successor Directors are to be elected or appointed shall be as stated in the Bylaws of the Organization.

ARTICLE V
Election of Officers

The officers and their manner of election shall be as provided in the Bylaws.

ARTICLE VI
Membership

Membership in the Organization shall be open to all persons who wish to further the Organization's purposes.

ARTICLE VII
Title to Property

Title to all property of the Organization shall be held in the name of the Organization or as otherwise may be provided pursuant to the authority of the Bylaws of the Organization. Any gift, bequest, devise or donation of any kind whatsoever to the Organization or its Board of Directors shall be deemed to vest title in the Organization.

((H09000165076 3))

**ARTICLE VIII
Registered Agent**

((H09000165076 3))

The name and address of the Organization's registered agent are:

**CLASP, Inc.
3001 Tamiami Trail North, Suite 400
Naples, Florida 34103**

**ARTICLE IX
Amendment**

These Articles may be amended as provided in the Bylaws.

**ARTICLE X
Distribution Upon Liquidation/Distribution**

Upon the liquidation or dissolution of the Organization, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Organization, said assets shall instead be transferred to a charitable organization established for purposes which is a federally tax exempt organization within section 501(c)(3) of the Internal Revenue Code.

ARTICLE XI

The name and address of the incorporator are:

Mary Beth Crawford, Esq.
Cummings & Lockwood
8000 Health Center Blvd., #300
Bonita Springs, Florida 34135

**ARTICLE XII
Miscellaneous**

Section 1. Prohibition on Private Inurement. No part of the net earnings, current or accumulated, or property of the Organization shall inure to the benefit of, or be distributed to, any member (other than a member which is exempt from federal income tax under section 501(c)(3) of the Code), director, officer, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payment and distributions in furtherance of the purposes set forth in these Articles.

Section 2. Prohibition on Dividends. The Organization shall not have the power to declare dividends.

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Section 3. Limitation on Lobbying Activities. No substantial part of the activities of the Organization shall be carrying on of propaganda, or otherwise attempting to influence legislation.

Section 4. Prohibition on Intervening in Political Campaigns. The Organization shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or opposition to any candidate for public office.

Section 5. Tax-Exempt Status. The Organization 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(a) of the Code as an organization described in 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code.

ARTICLE XIII

Notwithstanding any other provision of these Articles to the contrary, during such period, or periods, as the Organization is treated as a "private foundation" pursuant to section 509 of the Code, the Organization must comply with the following:

Section 1. Taxable Distributions. The Organization shall make such distributions at such time and in such manner so as not to subject the Organization to tax under section 4942 of the Code.

Section 2. Self-Dealing. The Organization shall not engage in any act of self-dealing (as defined in section 4941(d) of the Code).

Section 3. Excess Business Holdings. The Organization shall not retain any excess business holdings (as defined in section 4943(c) of the Code).

Section 4. Jeopardizing Investments. The Organization shall not make any investments in such manner as to subject the Organization to tax under section 4944 of the Code.

Section 5. Taxable Expenditures. The Organization shall not make any taxable expenditures (as defined in section 4945(d) of the Code).

ARTICLE XIV

The Organization shall indemnify any officer, director or employee, or any former officer, director or former employee, to the fullest extent permitted by law.

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IN WITNESS WHEREOF, the undersigned incorporator, has hereunto set her hand and seal this 28th day of July, 2009, for the purpose of forming this Organization not-for-profit under the Florida Not For Profit Corporation Act.

By: Mary Beth Crawford
Mary Beth Crawford, Incorporator

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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: **NAPLES MACFRIENDS USER GROUP, INC.**
- 2. The name and address of the registered agent and office is:

CLASP Inc.
 3001 Tamiami Trail North, Fourth Floor
 Naples, Florida 34103

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.

Registered Agent

CLASP Inc.

By: Mary Beth Crawford
 Mary Beth Crawford, Vice President

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