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FLORIDA PROFIT/NON PROFIT CORPORATION

SOUTHWEST FLORIDA ECONOMIC DEVELOPMENT PARTNERSHIP, INC.

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**ARTICLES OF INCORPORATION
OF
SOUTHWEST FLORIDA ECONOMIC DEVELOPMENT PARTNERSHIP, INC.**

(A Corporation Not for Profit)

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, I hereby make, adopt and subscribe the following Articles of Incorporation:

**ARTICLE 1
NAME AND ADDRESS OF CORPORATION**

The name of the corporation shall be:

Southwest Florida Economic Development Partnership, Inc.

The principal address and the mailing address of the corporation shall be:

c/o Economic Development Corporation of Sarasota County
2601 Cattlemen Road, Suite 201
Sarasota, FL 34232

**ARTICLE 2
PURPOSES**

The corporation is organized on a not for profit basis as a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), in order to advance and support the marketing activities that will lead to the recruitment, formation, expansion and retention of quality jobs and competitive businesses that create a diversified, year-round, and sustainable economy for Southwest Florida;

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, 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 the purpose clause hereof. Notwithstanding any other provisions of this document, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(6), of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE 3
MEMBERSHIP**

The qualification for members and the manner of their admission shall be as stated in the Bylaws.

**ARTICLE 4
BOARD OF DIRECTORS**

A Board of Directors consisting of not less than the number of counties being members of the organization shall oversee the affairs of corporation. The Board of Directors of the corporation shall be elected or appointed as stated in the Bylaws.

The names and addresses of the Directors who are to manage the affairs of the corporation until the first annual meeting of said members and until their successors are duly elected and qualified are as follows:

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Don Root
Charlotte County Economic Development
18501 Murdock Circle, Suite 502
Port Charlotte, Florida 33948

Tammie Nemecek
Economic Development Council of Collier County
3050 North Horseshoe Drive, Suite 120
Naples, Florida 33104

Tracy Whirls
Glades County Economic Development
P.O. Box 1003
Moore Have, FL 33471

Ron Zimmerly
Hendry County Economic Development
P.O. Box 2340
LaBelle, Florida 33975-2340

James Moore
Lee County Economic Development
12800 University Drive, Suite 300
Fort Myers, Florida 33907

Kathleen Baylis
Economic Development Corporation of Sarasota
County
2601 Cattlemen Road, Suite 201
Sarasota, Florida 34232

Richard Peggnetier
Lutgart College of Business
Florida Gulf Coast University
10501 FGCU Boulevard
S. Fort Myers, Florida 33985

ARTICLE 5 CORPORATE EXISTENCE

The existence of this corporation shall be perpetual, unless dissolved according to law.

ARTICLE 6 BYLAWS

The first Board of Directors of the corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended or rescinded by the Directors in the manner provided by such Bylaws.

ARTICLE 7 REGISTERED OFFICE

The street address of the initial registered office of the corporation is:

Williams Parker Harrison Dietz & Getzen
200 South Orange Avenue
Sarasota, Florida 34236

The initial registered agent of this corporation at that address is:

J. Hugh Middlebrooks

ARTICLE 8 INCORPORATORS

The name and address of the incorporator to these Articles of Incorporation is as follows:

J. Hugh Middlebrooks
Williams, Parker, Harrison, Dietz & Getzen
200 South Orange Avenue
Sarasota, Florida 34236

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**ARTICLE 9
COMMITTEES**

The corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the corporation.

**ARTICLE 10
DISTRIBUTION UPON DISSOLUTION**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue 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 Circuit Court 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.

**ARTICLE 11
AMENDMENT**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this August of 21, 2009.


J. Hugh Middlebrooks**ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**

The undersigned hereby consents to the appointment as Registered Agent of the Southwest Florida Economic Development Partnership, Inc. to accept service of process upon said corporation in this state. By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.


J. Hugh Middlebrooks
Registered Agent**FILED****2009 AUG 21 AM 10:15
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