

11/24/2009

Division of Corporations

URLS & B...

PAGE 01/07
Page 1 of 1

NO9000011368

Florida Department of State
Division of Corporations
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.

((H09000247465 3)))



H090002474653ABC4

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 : I20000000067
Phone : (239)262-5959
Fax Number : (239)434-4999

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 NOV 25 PM 1:21

FILED

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: Robert.Bulloch@quarles.com

FLORIDA PROFIT/NON PROFIT CORPORATION
OPERA NAPLES CHARITABLE ENDOWMENT, INC.

Certificate of Status	1
Certified Copy	0
Page Count	06
Estimated Charge	\$78.75

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

09 NOV 25 AM 8:33

RECEIVED

Electronic Filing Menu

Corporate Filing Menu

Help

J. Shivers NOV 30 2009

H09000247465 3

**ARTICLES OF INCORPORATION
OF
OPERA NAPLES CHARITABLE ENDOWMENT, 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 Opera Naples Charitable Endowment, Inc. (hereinafter the "Corporation")

**ARTICLE 2
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is: 2408 Linwood Avenue, Naples, Florida 34112.

**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 exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code ("Code"). In accordance with §509(a)(3)(A), the Corporation is organized, and at all times hereafter operates exclusively for the benefit of, to perform the functions of, and to carry out the purposes of its supported organization, Opera Naples, Inc., a publicly supported charitable and educational organization, that controls the Corporation and is an organization described in section 509(a)(1) and exempt from federal income tax pursuant to section 501(c)(3) of the Internal Revenue Code.

4.2 The initial purposes of the Corporation will be:

4.2.1 To serve as an endowment for Opera Naples, Inc., and to perform fundraising activity on behalf of Opera Naples, Inc. through the encouragement of and solicitation of gifts, donations, and other contributions from the general public for the advancement, promotion, extension, and maintenance of the causes and programs instituted by Opera Naples, Inc.

2009 NOV 25 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

H09000247465 3

4.2.2 To financially support and assist programs instituted by Opera Naples, Inc. and designed to educate and expose students in artistically challenged environments to the arts, through participation in training and public performance.

4.2.3 To aid, support, and assist by gifts, contributions, or otherwise, Opera Naples, Inc., an entity organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

4.2.4 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, 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 change the purposes of the Corporation, by majority vote provided that such new or modified purposes remain qualifying purposes under §501(c)(3) of the Internal Revenue Code.

ARTICLE 5

PROHIBITED ACTIVITIES

5.1 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 Article 4 hereof.

5.2 The Corporation shall not be controlled, directly or indirectly, by one or more disqualified persons, as defined in §4946 of the Code, other than the supported organization, Opera Naples, Inc., an organization described in section 509(a)(1) of the Code. For purposes of this paragraph, disqualified persons include (1) a substantial contributor; (2) foundation managers (officers, directors, trustees, and persons with similar powers); (3) an individual with 20% or more voting power of a corporation (or profits interest in a partnership or beneficial interest in a trust) that is a substantial contributor; (4) a lineal descendant or ancestor of a family member of any such individual described in the foregoing numbers (1) through (3); or (5) a corporation, partnership, or trust in which persons described in the foregoing numbers (1) through (4) own more than 35% of the profit interests.

5.3 The Corporation shall not accept any gift or contribution from any person (as described in section 509(f)(2)(B) of the Code) other than the supported organization, Opera Naples, Inc., who directly or indirectly controls, either alone or together with other persons (including a family member of such person or an entity that is more than 35% controlled by such person or such person's family member) the governing body of the supported organization, Opera Naples, Inc.

H09000247465 3

5.4 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 or in opposition to any candidate for public office or engage in political activities of any kind, except as permitted by the provisions of §501(h) of the Code. The Corporation shall make a §501(h) election effective for its first year of operation.

5.5 Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under §501(c)(3) of the Code, or (b) by a Corporation, contributions to which are deductible under §§170(c)(2), 2055, 2100(a)(2) and 2522 of the Code.

5.6 In the event that the Corporation shall be considered to a private foundation, as such term is defined in section 509(a) of the Code, then in that event, the Corporation:

5.6.1 shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Code; and,

5.6.2 shall not (i) engage in any act of self-dealing as defined in § 4941(d) of the Code; (ii) retain any excess business holdings as defined in § 4943(c) of the Code; (iii) make any investments in such manner as to subject it to tax under § 4944 of the Code; or (iv) make any taxable expenditures as defined in § 4945(d) of the Code.

ARTICLE 6 **REGISTERED AGENT**

6.1 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.

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

ARTICLE 7 **MEMBERS**

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

7.2 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.

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

H09000247465 3

ARTICLE 8
INITIAL BOARD OF DIRECTORS

- 8.1 There shall be six (6) directors on the initial Board of Directors.
- 8.2 The method of election of the Board of Directors shall be stated in the bylaws.
- 8.3 The names and addresses of the initial members of the board of Directors are:

<u>Name:</u>	<u>Address:</u>	<u>Title:</u>
Steffanie Pearce-Vasquez	3281 Golden Gate Blvd. West Naples, FL 34120	President
Samuel Vasquez	3281 Golden Gate Blvd. West Naples, FL 34120	Director
Janice Burrus	1071 South Barfield Drive Marco Island, FL 34145	Director
Livio Ferrari	5770 12th Ave. SW Naples, FL 34116	Director
Eileen Fuller	2046 Imperial Circle Naples, FL 34102	Director

ARTICLE 9
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. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

ARTICLE 10
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.

H09000247465 3

ARTICLE 11
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 12

The sole incorporator of the Corporation is T. Robert Bulloch. The complete business address of the sole incorporator is c/o Quarles and Brady, LLP, 1395 Panther Lane, Naples, Florida 34109.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 24th day of November, 2009.



T. ROBERT BULLOCH
Incorporator

H09000247465 3

**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 Opera Naples Charitable Endowment, 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.

NAPLES-LAWDOCK, INC.
Registered Agent

By: 

Benjamin B. Brown
Its: Vice-President

Date: November 24th, 2009

2009 NOV 25 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED