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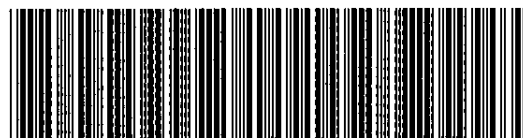
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

Department of State
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Downtown Bonita Springs Merchants Association, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: James D. Dati, Esquire / Bond, Schoeneck & King, PLLC
Name (Printed or typed)

4001 Tamiami Trail N., Suite 250
Address

Naples, FL 34103-3555
City, State & Zip

239-659-3845
Daytime Telephone number

jdati@bsk.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
DOWNTOWN BONITA SPRINGS MERCHANTS ASSOCIATION, INC.**
[A Florida Not For Profit Corporation]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1. Name

The name of the Corporation is:

DOWNTOWN BONITA SPRINGS MERCHANTS ASSOCIATION, INC.

Article 2. Principal Office and Mailing Address

The street address of the initial principal office of the Corporation is at 10530 Wilson Street.
The initial mailing address of the Corporation is 10530 Wilson Street, Bonita Springs, FL
34135.

Article 3. Purposes

A. The purposes for which the Corporation is organized are as follows:

1. To promote cooperation in all matters of interest to the business and professional owners of the Downtown Bonita Springs Business District area;
2. To stimulate awareness of the businesses and services available in the Downtown Bonita Springs Business District;
3. To unify Member businesses, recognizing there is strength in numbers;
4. To develop a calendar of events to promote Members and their businesses;
5. To participate in shaping the current and emerging business environment to promote high-quality products and services; and
6. To attract additional businesses to the Downtown Bonita Springs Business District.
7. Do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors, or officers.

B. The Corporation has not been formed for pecuniary profit or financial gain, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or member of the Corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, and

reasonable expenses may be paid thereto, affecting one or more of the Corporation's purposes), and no Director, Officer, or member of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on the dissolution of the Corporation. No substantial part of the activities of the Corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

C. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

D. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

E. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

F. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

G. The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

H. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

I. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so 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 purpose or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

Article 4. Directors

- A. The method of election of the Directors of the Corporation is set forth in the Bylaws of the Corporation.
- B. Except as required by Florida law, Directors and Officers of the Corporation shall not be personally liable to the Corporation or its members for monetary damages because of their breach of duty as directors and officers.
- C. The following are the initial Board of Directors of the Corporation, who shall serve until their successor is chosen pursuant to the By-Laws:

1. Becky Pomerson, 27746 Felts Ave, Bonita Springs, FL 34135-5675
2. Todd Michaels, 27746 Felts Ave, Bonita Springs, FL 34135-5675
3. Lori Nelson, 10530 Wilson Street, Bonita Springs, FL 34135
4. John Bolan, 11248 Tangelo Terrace, Bonita Springs, FL 34135
5. Susan Sayger, 27515 Old 41 Road, Bonita Springs, FL 34135

Article 5. Members

The Corporation shall have members as set forth in the By-Laws.

Article 6. Initial Registered Agent And Office

The street address of the Corporation's initial registered office is 10530 Wilson Street, Bonita Springs, FL 34135. The name of the initial registered agent of the Corporation at that address is Lori Nelson.

Article 7. Incorporator

The name and address of the sole incorporator of the Corporation is as follows:

Lori Nelson	10530 Wilson Street
	Bonita Springs, FL 34135

Article 8. Liability of Directors and Officers

Every Director and every officer of the Corporation (and the Directors and/or officers as a group) shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees (at all trial and appellate levels) reasonably incurred by or imposed upon them in connection

with any proceeding, litigation, or settlement in which he or she may become involved by reason of his or her being or having been a Director or officer of the Corporation. The foregoing provisions for indemnification shall apply whether or not he or she is a Director or officer at the time such expenses and/or liabilities are incurred. Notwithstanding the above, in the event of a settlement, the indemnification provisions herein shall not be automatic and shall apply only when the Board approves such settlement and authorizes reimbursement for the costs and expenses of the settlement as in the best interest of the Corporation. In instances where a Director or officer admits or is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties, the indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which a Director or officer may be entitled whether by statute or common law.

Article 9. Amendment

The Corporation reserves the right, by the affirmative vote of the Corporation's Board of Directors, to amend or repeal any provision or provisions contained in these Articles of Incorporation or any amendment to them in any manner which does not contravene the purposes of the Corporation as stated herein and which would not adversely affect the Corporation's status as an organization qualifying under Section 501(c)(3) of the Internal Revenue Code of 1986.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator of the Corporation, has signed these Articles of Incorporation on this 26 day of October, 2010.

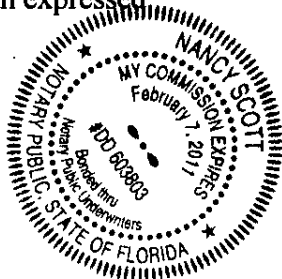


Lori Nelson
Sole Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)
COUNTY OF Lee) ss.:

The foregoing instrument was acknowledged before me this 26th day of October, 2010 by Lori Nelson, ☒ who is personally known to me (or ☐ who produced _____ as identification) and who acknowledged to and before me that he executed the instrument for the purposes therein expressed.



Nancy Scott
Notary Public
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of DOWNTOWN BONITA SPRINGS MERCHANTS ASSOCIATION, INC., which is contained in the foregoing Articles of Incorporation. I am familiar with, and accept, the obligations of my position as registered agent.

Dated this 26 day of October, 2010.

Lori J. Nelson
Lori Nelson
Registered Agent

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TALLAHASSEE, FLORIDA