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FLORIDA PROFIT/NON PROFIT CORPORATION  
Edge of Naples, Inc.

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**ARTICLES OF INCORPORATION  
OF  
EDGE OF NAPLES, INC.**

**A FLORIDA NOT-FOR-PROFIT CORPORATION**

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617 of the Florida Statutes, adopts the following articles of incorporation for the corporation:

**ARTICLE I  
NAME**

The name of the corporation shall be EDGE OF NAPLES, INC., Inc. The principal address of the corporation at the time of incorporation is 9132 Strada Place, Third Floor, Naples, Florida 34108.

**ARTICLE II  
DURATION**

The duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence on the date these articles of incorporation are filed by the Department of State.

**ARTICLE III  
PURPOSE**

The Corporation is organized for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations under Section 501(c) (3) of the Internal Revenue Code, or any successor section of any future Federal tax code. The Corporation shall provide life skills, training, cultural arts not offered in public or private institutions, mentoring and tutoring as well as provided opportunities for required community services hours and assistance through appropriate referrals for teens.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer 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 or Officer 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 or against any candidate for public office, at any time.

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.

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.

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.

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.

The Corporation shall not make any loans to its Directors or Officers.

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.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision 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 IV QUALIFICATIONS AND ADMISSION OF MEMBERS**

The authorized number, qualifications, and manner of admission of members of this corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, the liability of members for dues and/or assessments and the method of collection, and the termination and transfer of membership shall be as set forth in the bylaws of this corporation.

#### **ARTICLE V REGISTERED OFFICE AND REGISTERED AGENT**

The name and street address of the initial registered agent of the corporation in the State of Florida is William H. Myers, c/o Porter Wright Morris & Arthur LLP, 9132 Strada Place, Third Floor, Naples, Florida 34108.

## **ARTICLE VI BOARD OF DIRECTORS**

The affairs of the corporation shall be managed by its Board of Directors, which shall consist of such number of persons as shall be fixed by the Bylaws from time to time, but shall not be less than the number of directors required by the Act, which at the time of execution of these Articles is three (3). The terms of office, qualifications, and method of election of the directors shall be as specified in the Bylaws.

## **ARTICLE VII INCORPORATOR**

The name and address of the incorporator is William H. Myers, c/o Porter Wright Morris & Arthur LLP, 9132 Strada Place, Third Floor, Naples, Florida 34108.

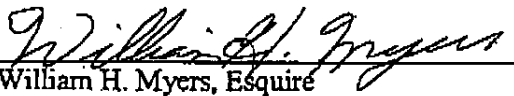
## **ARTICLE VIII BYLAWS**

Bylaws will be adopted at the first meeting of the board of directors. The bylaws may be amended, repealed, in whole or in part by the directors in the manner provided in the bylaws. Any amendments to the bylaws shall be binding on all members of this corporation.

## **ARTICLE IX AMENDMENT OF ARTICLES**

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of the voting members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of the voting members of the corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 13 day of January, 2011.

  
William H. Myers, Esquire  
Porter, Wright, Morris & Arthur LLP  
9132 Strada Place, Third Floor  
Naples, Florida 34108

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

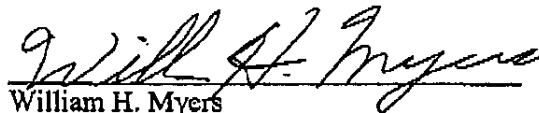
The undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is EDGE OF NAPLES, INC., Inc.
2. The name and address of the registered agent and office are:

William H. Myers  
c/o Porter Wright Morris & Arthur LLP  
9132 Strada Place, Third Floor  
Naples, Florida 34108

HAVING BEEN NAMED in the State of Florida 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated: January 13 2011

  
William H. Myers

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