

02/10/2011

B:03 BRENNAN, MANNA &amp; DIAMOND, P.L.

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DIVISION OF CORPORATIONS

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
BONITA SPRINGS ECONOMIC DEVELOPMENT COUNCIL, INC.**

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**ARTICLES OF INCORPORATION  
OF  
BONITA SPRINGS ECONOMIC DEVELOPMENT COUNCIL, INC.  
(A Corporation Not-For-Profit)**

**ARTICLE I**

The name of the corporation (the "Corporation") is BONITA SPRINGS ECONOMIC DEVELOPMENT COUNCIL, INC.

**ARTICLE II**

The principal office address is 25071 Chamber of Commerce Drive, Bonita Springs, Florida 34135 and the mailing address of the Corporation is P.O. Box 368325, Bonita Springs, Florida 34136.

**ARTICLE III**

The Corporation is organized exclusively for the purpose of supporting and growing existing businesses, attracting new business and enhancing the business climate in the Bonita Springs, Florida area in an effort to create a more sustainable and diversified economic base for the benefit of the surrounding community, and to perform such other acts as are permitted by law or by section 501(c)(6) 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 Corporation 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 Corporation shall not have or exercise any power which would cause it not to qualify as a tax-exempt organization under section 501(c)(6) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

**ARTICLE IV**

The members of the Corporation shall consist of the dues paying individuals invited by existing members and approved for membership by the Board of Directors or any Membership Committee all as provided in the Bylaws. The qualification for membership in the Corporation may be modified as provided in the Bylaws. The types, classes or categories of membership in the Corporation shall be as set forth in the Bylaws.

**ARTICLE V**

The number of Directors constituting the Board of Directors of the Corporation shall be as provided in the Bylaws, provided, however, the number of Directors shall not be less than three (3). The manner in which the Directors are to be elected or appointed shall be as stated in

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the Bylaws of the Corporation. The names and addresses of the persons who are to serve as initial Directors until their successors are elected, are:

Joseph Ariola	4845 Regal Drive Bonita Springs, FL 34134
Rich Mancini	3451 Bonita Bay Blvd., #206 Bonita Springs, FL 34134
Andrew DeSalvo	26811 South Bay Drive Bonita Springs, FL 34134
James Dati	27296 Barbarosa Bonita Springs, FL 34135

#### ARTICLE VI

The officers and their manner of election shall be as provided in the Bylaws. The initial persons who are to serve as officers of the Corporation until their successors are elected are:

Joseph Ariola	President
Rich Mancini	Vice President
Andrew DeSalvo	Secretary
James Dati	Treasurer

#### ARTICLE VII

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

#### ARTICLE VIII

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

Brennan, Manna & Diamond, P.L.  
3301 Bonita Beach Road, Suite 100  
Bonita Springs, FL 34134

#### ARTICLE IX

These Articles may be amended as provided in the Bylaws.

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## ARTICLE X

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed as required by Section 501(c)(6) the Code.

## ARTICLE XI

The name and address of the incorporator is:

Joseph Ariola  
4845 Regal Drive  
Bonita Springs, FL 34134

## ARTICLE XII

Section 1. Prohibition on Private Inurement. Notwithstanding any other provision of these Articles to the contrary, no part of the net earnings, current or accumulated, or property of the Corporation 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)(6) of the Code), director, officer, or other private persons, except that the Corporation 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. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not have the power to declare dividends.

Section 3. Lobbying Activities. The Corporation may seek to influence legislation, through lobbying activities or otherwise, that is germane to the business interest of the Corporation. The Corporation shall provide a report to its members, not less than annually, of the percentage of funds used for such lobbying activities.

Section 4. Prohibition on Intervening in Political Campaigns. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 5. Tax-Exempt Status. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(6) of the Code.

## ARTICLE XIII

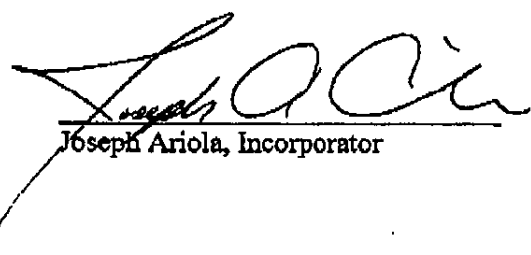
The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the fullest extent permitted by law.

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IN WITNESS WHEREOF, the undersigned incorporator, has hereunto set his hand and seal this 10th day of February, 2011, for the purpose of forming this Corporation not-for-profit under the Florida Not For Profit Corporation Act.

By:

  
Joseph Ariola, Incorporator

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CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

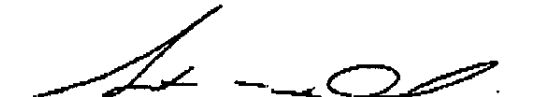
PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: BONITA SPRINGS ECONOMIC DEVELOPMENT COUNCIL, INC.
2. The name and address of the registered agent is:

Brennan, Manna & Diamond, P.L.  
3301 Bonita Beach Road, Suite 100  
Bonita Springs, FL 34134

*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

  
Scott W. Duval

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