

6/27/11

STRAYHORN & STRAYHORN, P.L.  
A Professional Limited Liability Company  
2125 First Street, Suite 200 • Fort Myers, Florida 33901

Guy M. Strayhorn (1889-1981)  
Norwood R. Strayhorn (1911-1982)  
Guy R. Strayhorn  
Richard W. Pringle, P.A.

Reply to:  
Richard W. Pringle  
P. O. Box 1545  
Fort Myers, FL 33902-1545

Telephone: 239/332-4717  
Facsimile: 239/332-4718

E-Mail: Richard@strayhornlaw.com

June 2, 2011

VIA CERTIFIED RETURN RECEIPT MAIL  
#7008 2810 0002 2427 0832

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

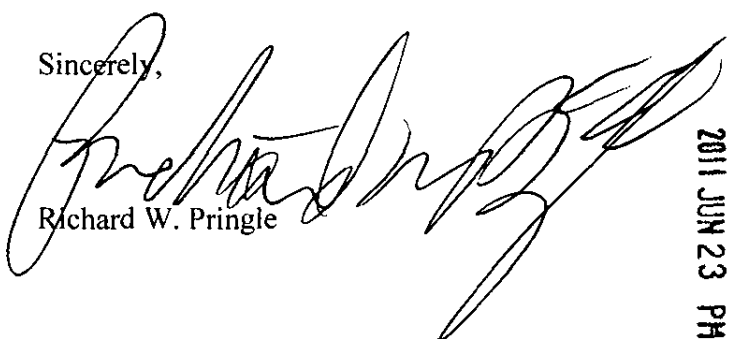
RE: Articles of Incorporation- FORT MYERS BEACH, FLORIDA COMMUNITY  
EMERGENCY RESPONSE TEAM (CERT), INC.

Dear Sir or Madam:

Enclosed please find the original signed Articles of Incorporation for FORT MYERS BEACH, FLORIDA COMMUNITY EMERGENCY RESPONSE TEAM (CERT), INC., together with a copy for date stamp, and a check in the amount of \$78.75 for the required filing fees. Please file the original Articles, date stamp the copy that is enclosed, and return the date stamped copy to Richard W. Pringle, P.O. Box 1545, Fort Myers, Florida 33902-1545.

Thank you for your assistance. Please contact me if you have any questions.

Sincerely,

  
Richard W. Pringle

RWP/nlp  
2010084

Enclosures: Articles of Incorporation (Original + one copy)  
Check No. 2341

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2011 JUN 23 PM 4:29



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 10, 2011

RICHARD W. PRINGLE, ESQ.  
POST OFFICE BOX 1545  
FORT MYERS, FL 33902-1545

SUBJECT: FORT MYERS BEACH, FLORIDA COMMUNITY EMERGENCY  
RESPONSE TEAM (CERT), INC.  
Ref. Number: W11000031803

We have received your document for FORT MYERS BEACH, FLORIDA COMMUNITY EMERGENCY RESPONSE TEAM (CERT), INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing an application and submitting the appropriate fees to this office.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

Letter Number: 211A00014287

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**ARTICLES OF INCORPORATION  
OF  
FORT MYERS BEACH FLORIDA CERT, INC.  
(A Corporation Not-for-Profit)**

2011 JUN 23 PM 4:29

I, the undersigned incorporator, with other persons being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

**ARTICLE I  
Name**

The name of the corporation shall be:

**FORT MYERS BEACH FLORIDA CERT, INC.**

**ARTICLE II  
Address and Place of Business**

The principal place of business and the mailing address for the corporation is:

**FORT MYERS BEACH FLORIDA CERT, INC.  
100 Voorhis Street  
Fort Myers Beach, Florida 33931**

**ARTICLE III  
Period of Duration**

The corporation shall begin existence on the day of initial filing, and shall continue into perpetuity, or until dissolved in a manner provided by law.

**ARTICLE IV**  
**Purposes and Activities**

This corporation is organized and shall be operated for purposes exclusively within the meaning of Sections 17(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law ("Code"). Within the limitations established by the preceding sentence, this corporation is organized and shall be operated primarily: to promote disaster preparedness; to enhance membership and volunteer opportunities and training; to provide assistance to first responders, emergency services agencies, and disaster victims, as requested; to provide assistance, training, and education opportunities for citizens in disaster preparedness; to raise funds and solicit resources needed by the corporation; to assist other Community Emergency Response Teams (CERT) programs throughout Lee County and elsewhere, including at the local, regional, state, and federal level; and to do any and all things permitted by law to be done by corporations not for profit under Chapter 617 of the Florida Statutes.

**ARTICLE V**  
**Powers**

This corporation shall have and exercise only such powers as are provided under the Florida Not for Profit Corporation Act and as are required by and are consistent with the purposes enumerated in Article IV above. Within these limitations, this corporation may acquire and receive property of every kind by any legal means, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise or otherwise, and whether in trust or otherwise; own, hold, manage, expend, and make gifts, grants, and contributions of, and convey, transfer, and dispose of any property and the income thereof to further any of the purposes of this corporation; lease, mortgage, or encumber, any such property; and exercise any and all other powers that are consistent with the foregoing purposes and that are afforded to this corporation under Chapter 617 of the Florida Statutes.

## **ARTICLE VI**

### **Restrictions**

Notwithstanding any other provisions of these Articles, the restrictions set forth in this Article VI shall govern the activities of this corporation. This corporation will not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

This corporation shall not, incidentally or otherwise, afford or pay any pecuniary gain, dividends, or other pecuniary remuneration to its members, and no part of the net income or net earnings of this corporation shall, directly or indirectly, inure to the benefit of or be distributed to any member, director, officer or other private individual, except as provided in Article XII herein upon dissolution. This corporation shall not guarantee to any person the payment of a loan by any officer, director, or member of this corporation. Nonetheless, this corporation may pay reasonable compensation for services rendered and for supplies furnished to this corporation in furtherance of the purposes set forth in Article IV above.

This corporation shall not, as a substantial part of its activities, attempt to influence legislation by propaganda or otherwise. This corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office (whether the publishing or distributing of statements or otherwise).

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations, including the members, if any, which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the United States government, or to the State of Florida, or any political subdivision, including but not limited to independent special fire districts, or an agency of the State for exclusively public purposes.

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**ARTICLE VII**  
**Membership**

At all times the members of the Corporation shall be all of the members of the Board of Directors; however, there shall not be separate membership voting rights and all voting rights shall be vested in the Board of Directors of this corporation.

**ARTICLE VIII**  
**Board of Directors**

All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation shall be vested in and managed under the direction of its Board of Directors, subject to any limitations set forth. This corporation shall have not less than three (3) members and not more than twenty one (21) members of its Board of Directors. Currently there are five (5) members of the Board of Directors. The Bylaws of this corporation shall specify the qualifications, term of office, method of election, powers, authority, and duties of the directors of this corporation, the time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the expressed provisions of these Articles of Incorporation.

Initially, the members of the Board of Directors shall be the following individuals:

1. Alan Vacks  
13421 Heald Lane  
Fort Myers, Florida 33908
2. Chuck Gallegeher  
15681 Sonoma Drive, Apt.202  
Fort Myers, Florida 33908
3. Linda Campigotto  
12180 Cypress Drive  
Fort Myers Beach, Florida 33931

4. Stephen Deangelis  
207 Fairweather Lane  
Fort Myers Beach, Florida 33931
5. The highest ranking chief administrative officer, currently Michael A. Becker, of the Fort Myers Beach Fire Control District, 100 Voorhis Street, Fort Myers Beach, Florida, an independent special district created by the State Legislature of the State of Florida. Upon the resignation, retirement, or other termination of employment of the highest ranking chief administrative officer of the Fort Myers Beach Fire Control District, the individual who replaces said highest ranking chief administrative officer will automatically become a member of the Board of Directors without any official action having to be taken by the members of this corporation or by the members of the Board of Directors of this corporation. Further, the individual who resigned or retired or whose employment was otherwise terminated as the highest ranking chief administrative officer of the Fort Myers Beach Fire Control District shall immediately and automatically cease to be a member of the Board of Directors without any official action having to be taken by the members of this corporation or by the members of the Board of Directors of this corporation.

**ARTICLE IX**  
**No Personal Liability**

The officers, directors and members of this corporation shall not be personally liable to any extent whatsoever for any debts or obligations of this corporation, nor shall any property of any officer, director or member be subject to the payment of the debts or obligations of the corporation. Every officer, director and member of the corporation shall be indemnified by the corporation against all expenses and liabilities, including legal counsel fees, reasonably incurred by or imposed upon him, her or it in connection with any proceeding or any settlement of any



proceeding to which he, she or it may be a party or in which he, she or it may become involved by reason of his, her or it being or having been an officer, director or member of the corporation, whether or not he, she or it is an officer, director or member at the time such expenses are incurred, except when the officer, director or member is adjudged guilty of willful misfeasance, malfeasance or nonfeasance in the performance of his, her or its duties. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such officer, director or member may be entitled. This indemnification shall in no way be interpreted to waive the sovereign immunity protections of any member, director or officer as provided by Florida law.

#### **ARTICLE X** **Capital Stock**

This corporation shall have no capital stock, either authorized or issued.

#### **ARTICLE XI** **Bylaws**

The By-Laws of this corporation shall be proposed by the Board of Directors and adopted by a super majority vote (70%) of all of the Board of Directors to be effective. Amendments to the By-laws shall require the approval of a super majority vote (70%) of all of the members of the Board of Directors of this corporation to be effective.

#### **ARTICLE XII** **Dissolution**

This corporation may be dissolved in accordance with the Laws of the State of Florida. Upon dissolution of this corporation, and after the payment of all liabilities and obligations of this corporation and all costs and expenses incurred by this corporation in connection with such dissolution, and subject always to the further provisions of this Article XII, any remaining property shall be distributed to one or more organizations that are exempt from federal income

taxation under 501(a) of the Code by virtue of being described in Section 501(c)(3) of the Code, or to the United States government, or to the State of Florida, or any political subdivision, including independent special fire districts, or agency of the State for exclusively public purposes, all in such proportions as shall be determined: (i) by the Board of Directors of this corporation if the dissolution of this corporation is not required by the laws of the State of Florida then in existence to be conducted under court supervision, or (ii) by a court of competent jurisdiction if the dissolution of this corporation is required by the Laws of the State of Florida then in existence to be conducted under court supervision. Notwithstanding anything apparently or expressly to the contrary contained in this Article XII, if any assets are then held by this corporation in trust or upon condition or subject to any executory or special limitation, and if the condition or limitation occurs by reason of the dissolution of this corporation, such assets shall revert or be returned, transferred, or conveyed in accordance with the terms and provisions of such trust, conditions, or limitations, provided that such assets shall not be distributed to the corporation's members, directors or officers, unless said member, director or officer is an organization that is exempt from federal income taxation under 501(a) of the Code by virtue of being described in Section 501(c)(3) of the Code, or is the United States government, or is the State of Florida, or any political subdivision, including an independent special fire district, or agency of the State for exclusively public purposes.

### **ARTICLE XIII**

#### **Initial Management**

The names of the officers who shall manage all of the affairs of this corporation until the first election of officers are as follows:

Chairman/President	Alan Vacks
Vice-Chairman/Vice-President	Chuck Gallegeher
Treasurer/Secretary	Linda Campigotto

**ARTICLE XIV**  
**Registered Agent**

The street address of the initial registered agent's office of the corporation is 2125 First Street, Suite 200, Fort Myers, Florida 33901, and the name of the initial registered agent at that address is Richard W. Pringle.

**ARTICLE XV**  
**Incorporator**

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

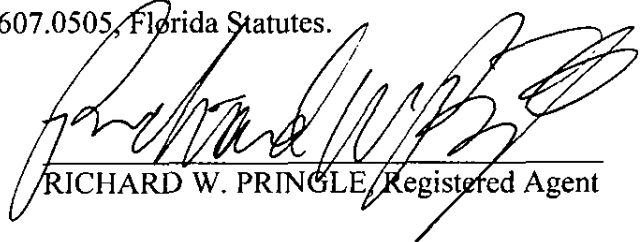
Richard W. Pringle  
2125 First Street, Suite 200  
Fort Myers, Florida 33901

IN WITNESS WHEREOF, THE SAID INCORPORATOR has subscribed his name this 16 day of June, 2011.

  
Richard W. Pringle, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED**  
**IN ARTICLES OF INCORPORATION**

Richard W. Pringle, an individual residing in the State of Florida, having an address of 2125 First Street, Suite 200, Fort Myers, Florida 33901, and having been designated as the registered agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of registered agent under Section 607.0505, Florida Statutes.

  
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RICHARD W. PRINGLE, Registered Agent

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