

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION
ACE MENTOR PROGRAM OF SOUTHWEST FLORIDA, INC.

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**ARTICLES OF INCORPORATION
OF
ACE MENTOR PROGRAM OF SOUTHWEST FLORIDA, INC.**

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These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida Not For Profit Corporation Act, as particularly set forth in Chapter 617 of the Florida Statutes.

**ARTICLE 1
NAME AND ADDRESS**

The name of this corporation shall be ACE Mentor Program of Southwest Florida, Inc. The principal business address of the corporation is 10800 Corkscrew Road, Suite 380B, Estero, FL 33928.

**ARTICLE 2
PURPOSES**

The general nature of the objects and purposes of this corporation shall be:

1. This corporation is a not for profit corporation and is not organized for the private gain of any person. It is organized under the Florida Not For Profit Corporation Act for charitable purposes.
2. The specific purposes of this corporation are to (i) enlighten and motivate students towards architecture, construction, engineering, and related careers; and (ii) provide mentoring and scholarship opportunities for future designers, engineers, and contractors.
3. The corporation's purposes are hereby limited in such a manner as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or under any corresponding provision of any subsequent federal tax laws.
4. The property of this corporation is irrevocably dedicated to charitable purposes.
5. This corporation shall act in good faith to observe the requirements of that certain agreement entitled "Affiliation Agreement of ACE Mentor Program" between the corporation and ACE Mentor Program of America, Inc. ("ACE of America") as well as the policies and procedures promulgated from time to time by ACE of America.

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ARTICLE 3
QUALIFICATIONS OF MEMBERS

The membership of this corporation shall consist of all persons hereinafter named as Directors while they serve as Directors and such other persons as, from time to time hereafter, may become Members in the manner provided in the Bylaws.

ARTICLE 4
TERM OF EXISTENCE

This corporation shall commence upon the filing of these Articles and shall exist perpetually thereafter.

ARTICLE 5
BOARD OF DIRECTORS

1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have four (4) Directors initially. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than three (3).

2. The Board of Directors shall be Members of the corporation.

3. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

4. The names and addresses of the persons who are to serve as Directors for the ensuing year, or until the first annual meeting of the corporation, are:

<u>NAME</u>	<u>ADDRESS</u>
Charlie Gutekunst, Executive Director of Architecture	4201 Metro Parkway Fairfax Center, Suite 230, Fort Myers, FL 33916
Gordon Glover, Executive Director of Construction	4091 Colonial Blvd, Suite 200, Fort Myers, FL 33966
Robert O'Neill, Executive Director of Education	10501 FGCU Blvd, South Fort Myers, FL 33965
Richard Lewis, Executive Director of Engineering	1520 Royal Palm Square Blvd, Suite 260, Fort Myers, FL 33919

ARTICLE 6
OFFICERS

The corporation shall have a President, Vice President, Secretary, and a Treasurer. The corporation may also have one or more Assistant Secretaries, Assistant

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Treasurers, and such other Officers and agents as the Directors may deem necessary. All corporate Officers shall be elected by the Board of Directors and shall hold office until their successors are chosen and qualified. Any person may hold two or more offices. It shall not be necessary for any Officer to be either a Member or Director. The following persons are the initial Officers of the corporation, who shall serve until the next annual meeting or until their successors are duly qualified and elected:

<u>TITLE</u>	<u>NAME</u>
President	Dustin L. Chisum
Vice President	William S. Anderson
Treasurer	Samantha Howes
Secretary	J. Matthew Belcastro

ARTICLE 7 **BYLAWS**

The Board of Directors of this corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes as they shall deem necessary from time to time. Amendments to the Bylaws shall be made in accordance with the terms of the Bylaws.

ARTICLE 8 **AMENDMENTS**

These Articles of Incorporation may be amended by a majority of the Board of Directors at a duly called meeting of the Board of Directors.

ARTICLE 9 **DISSOLUTION OF CORPORATION**

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation. In the event of dissolution of this corporation, none of the assets shall be distributed to any Member, Director or Officer of the corporation; instead, the Board of Directors, after paying or making provision for the payment of all liabilities of this corporation, shall arrange for all remaining assets to be disposed of by the corporation as directed by the Board of Directors to such organization or organizations, as the Board of Directors shall determine, which are organized and operated exclusively for such purposes and qualify as a tax-exempt organization under the provisions of Section 501(c)(3) of the Code, all in accordance with the laws governing dissolution of not for profit organizations and organizations exempt from

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federal income tax under section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue law. Provided, however, if the Board of Directors are unable to make a determination as to the recipients of the assets, the Board of Directors may arrange for such assets to be disposed of by a Court of Competent Jurisdiction in Lee County, Florida, to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes and qualify as a tax-exempt organization under the provisions of Section 501(c)(3) of the Code.

ARTICLE 10
INCORPORATOR

The name and address of the person signing these Articles of Incorporation are as follows:

NAME

ADDRESS

William S. Anderson

8000 Summerlin Lakes Drive, Suite 201,
Fort Myers, FL 33907

ARTICLE 11
DESIGNATION OF REGISTERED AGENT

The initial registered agent of this corporation for the purpose of accepting service of process within this State shall be J. Matthew Belcastro, whose address is 1715 Monroe Street, Fort Myers, FL 33901.

ARTICLE 12
MISCELLANEOUS

1. No part of the net earnings or assets of the corporation shall inure to the benefit of any individual, Member, Director, or Officer, 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 2 hereof.

2. 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.

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3. No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed in accordance with ARTICLE 9 hereof.

4. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or under any corresponding provision of any subsequent federal tax laws.

5. The corporation may by its Bylaws make any other provisions or requirements for the arrangement or conduct of its business, provided the same are not inconsistent with these Articles of Incorporation, nor contrary to the laws of the state of Florida or of the United States.

These Articles of Incorporation have been executed this 11 day of July, 2011.


William S. Anderson, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment, understand my duties 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.

Date Signed: July 11, 2011


J. Matthew Belcastro
Registered Agent

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