

Mar 13, 2013 11:35 AM
Division of Corporations

SALVATORI & WOOD

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FLORIDA PROFIT/NON PROFIT CORPORATION
IMBIZ, INC.

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**ARTICLES OF INCORPORATION
OF
IMBIZ, INC.
(a Florida Corporation Not For Profit)**

FILED
13 MAR 13 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this corporation is **IMBIZ, INC.** (hereinafter called the "Corporation")

**ARTICLE II
OFFICE AND MAILING ADDRESS OF THE CORPORATION**

The Corporation's principal office and mailing address are located at 9132 Strada Place, Fourth Floor, Naples, Florida 34108.

**ARTICLE III
DURATION**

The period of the duration of the Corporation is perpetual unless dissolved according to Florida law.

**ARTICLE IV
PURPOSES**

The Corporation is organized for exclusively charitable purposes. The specific charitable purposes of the Corporation shall be to be (i) to stimulate and spur the economy of Southwest Florida, and particularly those regions of Southwest Florida that are economically distressed and (ii) to lessen the burdens of Government. The Corporation seeks to create not only business development and employment opportunities but also demand for the post-secondary education needed to build a skilled workforce.

The Corporation will accomplish its purposes by developing a program of education and business start-up assistance for economically distressed persons desiring to start businesses in Southwest Florida. The Corporation will work with local educational institutions, banks and Federal, State and Local government to provide Microloans and other forms of start-up capital and educational assistance.

**ARTICLE V
NECESSARY POWERS**

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a Corporation not for profit under Florida law.

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ARTICLE VI
MANAGEMENT

Management of the Corporation shall be vested in the Corporation's Board of Directors the members of which shall be not less than three (3) nor more than nine (9). The Directors shall be chosen from members of the Southwest Florida Community at large under criteria set forth in the Bylaws.

The method of election of the directors is provided for in the bylaws of the Corporation.

ARTICLE VII
INITIAL DIRECTORS

The initial directors of the Corporation shall be:

Director: Penny Phillippi
Director: Daniel Rosario
Director: Robert Halman
Director: Carol Molnar
Director: Dr. Joseph Heinzman, Jr.
Director: Prof. Monteze M. Snyder

ARTICLE VIII
MEMBERSHIP

The Corporation shall have no members.

ARTICLE IX
DISSOLUTION

In the event of dissolution, the residual assets of the organization will be appointed by the directors to one or more organizations exempt from federal taxation under §501(c)(3) of the Internal Revenue Code which are engaged on a continuing basis in the promotion of health and/or hospice services in Southwest Florida.

ARTICLE X
PROHIBITED ACTIVITIES

Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by a corporation qualifying for exemption 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.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, officers, or other private persons, except that the Corporation shall

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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 IV hereof.

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 or engage in political activities of any kind, except as permitted by the provisions of §501(h) of the Code.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under §501(c)(3) of the Code, or (b) by a Corporation, contributions to which are deductible under §§170(c)(2), 2055, 2100(a)(2) and 2522 of the Code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in §509(a) of the Code, then in that event, the Corporation:

A. shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Code; and,

B. shall not (i) engage in any act of self-dealing as defined in § 4941(d) of the Code; (ii) retain any excess business holdings as defined in § 4943(c) of the Code; (iii) make any investments in such manner as to subject it to tax under § 4944 of the Code; or (iv) make any taxable expenditures as defined in § 4945(d) of the Code.

ARTICLE XII **AMENDMENT OF BYLAWS**

Except as provided by these Articles and by the Bylaws, the Corporation's Bylaws may be amended, altered, restated or repeated and new Bylaws may be adopted only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE XIII **AMENDMENT OF ARTICLES OF INCORPORATION**

Except as otherwise provided in these Articles, these Articles of Incorporation may be amended, altered and/or restated only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors.

ARTICLE XIV **INCORPORATOR'S NAME AND ADDRESS**

The Incorporator's name is Kevin Carmichael. The Incorporator's mailing address is 9132 Strada Place, Fourth Floor, Naples, Florida 34108.

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ARTICLE XV**REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The street address of the Corporation's registered office in the State of Florida is c/o Salvatori, Wood & Buckel, P.L., 9132 Strada Place, Fourth Floor, Naples, FL 34108-2683, and the name of its registered agent at such office is Kevin Carmichael.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 11 day of March, 2013.


Kevin Carmichael, Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF SECTIONS 48.091 and 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the Corporation is IMBIZ, Inc.

The name of the initial registered agent of the Corporation is Kevin Carmichael, c/o Salvatori, Wood & Buckel, P.L., 9132 Strada Place, Fourth Floor, Naples, Florida 34108-2683.

REGISTERED AGENT ACCEPTANCE

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 that 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.

Salvatori, Wood & Buckel, P.L., a Florida
Professional Limited Liability Company

By: 
Kevin Carmichael, Member Manager

Date: March 11, 2013

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