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GRANT FRIDKIN PEARSON  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Southwest Florida Alliance for Economic Development,**

Certificate of Status	1
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**ARTICLES OF INCORPORATION  
OF  
SOUTHWEST FLORIDA ALLIANCE  
FOR ECONOMIC DEVELOPMENT, INC.**

Pursuant to Section 617.02011, Florida Statutes, the undersigned Incorporator files these Articles of Incorporation for the purposes set forth below. The street address of the Incorporator to these Articles of Incorporation is 5551 Ridgewood Drive, Suite 501, Naples, Florida 34108.

**ARTICLE I  
NAME AND ADDRESS**

The name of the corporation, herein called the "Corporation," is "Southwest Florida Alliance for Economic Development, Inc." The address of the Corporation shall be c/o 5551 Ridgewood Drive, Suite 501, Naples, Florida 34108.

**ARTICLE II  
PURPOSE AND POWERS**

This Corporation is organized as a not for profit corporation for the purpose of promoting economic development in Southwest Florida and encouraging the support of economic development by appropriate governmental, business, and civic community action in a manner that is permitted by, and consistent with, the purposes of an organization qualified under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the nearest corresponding provision of any future, or replacement Internal Revenue laws or code.

The Corporation shall have the power and authority to directly and indirectly carry out and perform any and all lawful actions that are permitted to be performed by a not for profit corporation under Florida law and that are consistent with its purpose and not prohibited of a corporation qualified under the above provisions.

**ARTICLE III  
MEMBERSHIP**

The members of the Corporation shall be those persons as are, from time to time, admitted to membership in accord with criteria established by the Board of Directors and/or as established by the Bylaws.

**ARTICLE IV  
TERM**

The Corporation shall have perpetual existence.

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## ARTICLE V BYLAWS

The Board of Directors may, from time to time, adopt and amend Bylaws for the Corporation by the vote of a majority of the members of the Board of Directors.

## ARTICLE VI DIRECTORS AND OFFICERS

- (A) The business of the Corporation will be managed by a Board of Directors consisting of the number of Directors, from time to time, determined by the Bylaws, but not less than three (3) Directors. The initial Board of Directors shall consist of nine (9) members.
- (B) Directors of the Corporation shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
- (C) The Corporation shall have such officers as are required by law and as, from time to time, shall be established by the Bylaws. Initially the Corporation shall have the following officers: President, Secretary, and Treasurer. These officers shall be elected by the initial Directors (See Article X). Thereafter, the officers shall be elected each year by the Board of Directors at the annual meeting of the Board of Directors following the annual meeting of the members of the Corporation. The President, Secretary, Treasurer, and all other officers shall serve at the pleasure of the Board.

## ARTICLE VII AMENDMENTS

These Articles may be amended by a vote of a majority of the Board of Directors.

## ARTICLE VIII PROHIBITED ACTIONS

No part of the net earnings shall inure to the benefit of, or be distributable to, its members, directors, officers, or any of the private persons. The Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in Article II hereof. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(6) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income to any members, directors, or officers, and the private property of the subscribers, members, directors, and officers shall not

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be liable for the debts of the Corporation.

#### **ARTICLE IX DISSOLUTION**

Upon dissolution of the Corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to an organization described in Section 501(c)(3), or Section 501(c)(6) of the Internal Revenue Code 1986, as amended, or to the corresponding provisions of any prior or future law, or to another organization whose mission and purpose is as closely aligned as possible with the forgoing, as shall be selected by the last Board of Directors. None of the assets will be distributed to any member, officer, or director of this Corporation.

#### **ARTICLE X INITIAL DIRECTORS**

The initial Directors of the Corporation shall be:

Katherine C. Green  
1288 North Tamiami Trail  
Fort Myers, FL 33903

William D. Hamilton  
4980 Bayline Drive  
North Fort Myers, FL 33918

Mei-Mei-Chan  
2442 Dr. Martin Luther King, Jr., Blvd.,  
Fort Myers, FL 33901

J. Dudley Goodlette  
4751 Gulfshore Blvd. N., Ph-05  
Naples, FL 34103

Richard C. Grant  
5551 Ridgewood Drive, Suite 501  
Naples, FL 34108

Alan D. Reynolds  
3200 Bailey Lane, #200  
Naples, FL 34105

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Laura A. Holquist  
15696 Light Blue Circle  
Fort Myers, FL 33908

Ronald Toll B. Toll, Ph.D.  
10501 FGCU Blvd., S.  
Fort Myers, FL 33965

Christopher Simoneau  
10501 FGCU Blvd., S.  
Fort Myers, FL 33695

**ARTICLE XI  
INITIAL REGISTERED AGENT**

The initial registered office of the Corporation shall be at:

5551 Ridgewood Drive, Suite 501  
Naples, FL 34108

The initial registered agent at said address shall be:

GFPAC Services, LLC

**ARTICLE XII  
INDEMNIFICATION**

To the fullest extent permitted by Florida law, the Corporation shall indemnify and hold harmless every Director and every officer of the Corporation against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he or she may be a party because of his or her being or having been a Director or officer of the Corporation. The forgoing right of indemnification shall not be available if a judgment or other final adjudication establishes that the Director or officer's actions or omissions to act were material to the cause adjudicated and that such actions involved:


- (A) Willful misconduct or a conscious disregard for the best interests of the Corporation, in a proceeding by or in the right of, the Corporation to procure a judgment in its favor.
- (B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his or her action was unlawful, or had reasonable cause to believe his or her action was lawful.

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- (C) A transaction from which the Director or officer derived an improper personal benefit.
- (D) Recklessness, or an act or omission which was committed in bad faith or with malicious purpose, or in a manner exhibiting wanton and willful disregard for the rights of others.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Corporation. The forgoing rights of indemnification shall be in addition to, and not exclusive of, all other rights to which a Director or officer may be entitled as a matter of law.

**WHEREFORE**, the Incorporator has caused these presents to be executed this 25<sup>th</sup> day of July, 2103.


  
Richard C. Grant, Incorporator

STATE OF FLORIDA       )  
                                  §§  
COUNTY OF COLLIER    )

I HEREBY CERTIFY that the forgoing instrument was acknowledged before me this 25<sup>th</sup> day of July, 2013, by Richard C. Grant, who is personally known to me.

(SEAL)



  
Notary Public - State of Florida

Printed Name of Notary  
My Commission Expires:

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#### ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the Southwest Florida Alliance for Economic Development, Inc., at a place designated in these Articles of Incorporation, we hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping open said office.

GFPAC Services, LLC

By:   
Richard C. Grant, President