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Florida Department of State
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**FLORIDA PROFIT/NON PROFIT CORPORATION
FRIENDS OF BAKER PARK, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION**of****Friends of Baker Park, Inc.****A Florida Corporation Not For Profit**

Pursuant to the provisions of chapter 617, and particularly section 617.01201, Florida Statutes, the undersigned Florida corporation not for profit adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation (the "Corporation") shall be
Friends of Baker Park, Inc.

ARTICLE II

The street address of the initial principal office of the Corporation shall be 220 Gulfshore Boulevard N, Naples, Florida 34102.

ARTICLE III

The corporation is organized exclusively for charitable, educational and scientific purposes including for purposes including the making of distributions to organizations under section 501(c)(3) and gifts to political subdivisions of the State of Florida, under section 170(a) and 170(c)(1) of the Internal Revenue Code (or the corresponding sections of any future Federal tax code).

ARTICLE IV

The corporation is created more specifically to raise funds and make distribution of them for development and maintenance of Baker Park, a new public park located within the City of Naples, Florida and part of the park system of the City.

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H14000095469 3

ARTICLE V

The Corporation shall also be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations not for profit may be incorporated under Chapter 617, Florida Statutes, as amended or supplemented and permitted under the Internal Revenue Code.

ARTICLE VI

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, trustees, directors, officers or other private persons, 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 section 501(c)(3) or 170(a)(1) purposes.

ARTICLE VII

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.

Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE VIII

The initial directors shall be as hereinafter designated:

Director:
Delores Sorey

H14000095469 3

H14000095469 3

220 Gulfshore Boulevard N
Naples, Florida 34102

Director:
James Rideoutte
220 Gulfshore Boulevard N
Naples, Florida 34102

Director:
Matthew H. Kragh
220 Gulfshore Boulevard N
Naples, Florida 34102

The method of election of directors is as stated in the bylaws.

ARTICLE IX

The Corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 617, Florida Statutes, as amended and supplemented.

ARTICLE X

Notwithstanding any provision contained in these articles, the corporation is required to distribute its income for each taxable year at the times and in the manner as not to subject the corporation to tax under section 4942 of the Internal Revenue Code.

In addition, the Corporation shall not, during any period and to the extent it is a private foundation described in section 509 of the Internal Revenue Code, (a) engage in any act of self-dealing; (b) retain any excess business holdings; (c) make any investments in a manner as to subject the corporation to tax under section 4944 of the Internal Revenue Code; or (d) make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code.

ARTICLE XI

The corporation shall be perpetual. Upon the dissolution of this corporation assets shall be

H14000095469 3

distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue code or corresponding section of any future Federal tax code, or shall be distributed to the Federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations as the court shall determine.

ARTICLE XII

The address of the initial registered office of the corporation is 600 Fifth Avenue South, Suite 207, Naples, Florida 34102 and the registered agent of the Corporation at that address is John N. Brugger.

ARTICLE XIII

The name and address of the incorporator for the Corporation is Delores Sorey, 220 Gulfshore Boulevard N, Naples, Florida 34102.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21th day of April, 2014.



Delores Sorey, Incorporator

H14000095469 3

H14000095469 3

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**

PURSUANT TO 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:
Friends of Baker Park, Inc.
2. The name and address of the registered agent is:

John N Brugger
600 Fifth Avenue South
Suite 207
Naples, Florida 34102

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.


John N. Brugger, Registered
Agent

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