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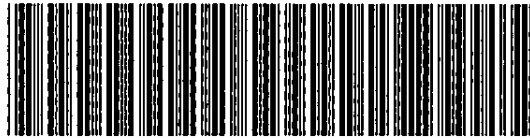
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/8/14

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: WEST BAY CHARITABLE FOUNDATION, INC.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: R. Keith Stark, Esq.
Name (Printed or typed)

Stark Reagan, 1111 W Long Lake Rd, Ste 202
Address

Troy, MI 48098
City, State & Zip

248/641-9955
Daytime Telephone number

rkstark@starkreagan.com
E-mail address: (to be used for future annual report notification)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 25, 2014

R. KEITH STARK, ESQUIRE
1111 W LONG LAKE ROAD
SUITE 202
TROY, MI 48098

9/2/14

SUBJECT: WEST BAY CHARITABLE FOUNDATION, INC.
Ref. Number: W14000052049

← changed
name
Added
"community"

We have received your document for WEST BAY CHARITABLE FOUNDATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box. ★ fixed

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) 245-6052.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 614A00018271

RECEIVED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
WEST BAY COMMUNITY CHARITABLE FOUNDATION, INC.
(A FLORIDA CORPORATION NOT FOR-PROFIT)**

FILED

14 SEP -3 PM 1:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, hereby make, subscribe, acknowledge and file with the Secretary of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation not-for-profit in accordance with the provisions of Chapter 617, Florida Statutes, as amended from time to time by the Legislature of the State of Florida, for the sole purpose of organizing a non-profit corporation and to that end do hereby set forth the following:

**ARTICLE I
NAME**

The name of the corporation shall be WEST BAY COMMUNITY CHARITABLE FOUNDATION, INC. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

Principal street address:
4606 West Bay Blvd.
Estero, Florida 33928

Mailing address, if different is:
N/A

**ARTICLE III
PURPOSE**

The corporation shall be organized exclusively as a non-profit, tax exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and shall be operated exclusively for the following exempt purposes:

(a) to sponsor, promote and undertake exclusively charitable activities as an exempt organization within the meaning of Section 501(c)(3) of the Code that will focus on supporting the charitable, community and educational needs of the residents of Lee and Collier counties, Florida as permitted by section 501 (c) (3) of the Code;

(b) to make gifts or grants to organizations qualified as charitable organizations under Section 501(c) and/or 509(a)(1) or (2) of the Internal Revenue Code and that are organized to serve the charitable, educational and community needs of the residents of Lee and Collier counties, Florida, as permitted by section 501(c)(3) of the Code;

(c) to receive and administer funds and gifts made for charitable, educational and community purposes as permitted by Section 501(c)(3) of the Code and, to that end, take title to and hold by contract, bequest, devise, gift, purchase or lease, either absolutely or in trust, any property, real, personal and mixed, without limitations as to amounts or value, except as such limitations may be imposed by law;

(d) the Corporation shall have the powers to acquire and hold title in fee simple, in trust, acquired by gifts, or otherwise, to both real and personal property, and to improve, encumber, sell, convey, use, lease, mortgage, and dispose of all such property in conformity with the Bylaws of said Corporation;

(e) the Corporation shall further be authorized to invest, reinvest, and administer the principal or the income of the Corporation's assets in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the Corporation and shall be further authorized to exercise each and every power and right granted to a Corporation Not for Profit under the laws of the State of Florida as may be necessary for the furtherance of its purposes; all in accordance with its Bylaws or as the same may be hereafter modified or amended;

(f) to collect funds in furtherance of the Corporation's objectives, to prudently expend all funds received and disburse the net interest and other earnings that may be received in satisfaction of its operating expenditures and expenses and in support of meritorious projects which may further its objectives;

(g) 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 person. However, the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing and 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, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a Corporation exempt from federal income tax under the Code or (2) by a Corporation whose contributions are deductible under Section 170(c)(2) of the Code;

(h) the Corporation is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any individual and the balance, if any, of all money received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatever kind and nature, shall be used and distributed exclusively to organizations that qualify under Section 501(c) and/or 509(a)(1) or (2) of the Code; and

(i) to perform all other acts and carry on and conduct all other activities necessary or useful in connection with or incidental to the accomplishment of any of the purposes set forth herein to the full extent permitted by the laws of the State of Florida.

ARTICLE IV **MEMBERSHIP**

The Corporation shall be organized on a non-stock basis and shall have no members.

ARTICLE V
REGISTERED AGENT

The name and Florida street address of the registered agent is:

<u>NAME</u>	<u>ADDRESS</u>
Dusti Beaubien	20110 Riverbrooke Run Estero, Florida 33928

ARTICLE VI
INCORPORATORS

The names and addresses of the incorporator of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
R. Keith Stark	4751 West Bay Boulevard, #201 Estero, Florida 33928

ARTICLE VII
OFFICIAL BOARD/OFFICERS

The powers of this Corporation shall be exercised, its properties controlled and affairs supervised by a Board of Directors, the precise number of which shall be set by the Bylaws of the Corporation, provided that there shall be a minimum of three directors at all times. Each member of the Board of Directors shall be elected in the manner and for the terms prescribed in the Bylaws, and shall hold office until their respective successors are duly elected and qualified. The affairs of the Corporation shall be managed by this official board, who shall elect officers as follows: President, Vice-President, Secretary and Treasurer, which officers shall be provided for in the Bylaws. Each Officer shall be elected from time to time in accordance with the Bylaws and each officer shall hold office until his or her successor is elected and qualified.

The names and addresses of the initial Board of Directors who shall serve until their successors are elected and qualified are as follows:

Thomas Welsh	22050 Natures Cove Court, Estero, Florida 33928
Gail Chensoff	22050 Natures Cove Court, Estero, Florida 33928
Jerry Beaubien	20110 Riverbrooke Run, Estero, Florida 33928
Dusti Beaubien	20110 Riverbrooke Run, Estero, Florida 33928
Joseph Haley	5061 Indigo Bay Blvd. #202, Estero, Florida 33928
Anne Haley	5061 Indigo Bay Blvd. #202, Estero, Florida 33928
Stuart Schweitzer	22276 Natures Cove Court, Estero, Florida 33928
Harriet Schweitzer	22276 Natures Cove Court, Estero, Florida 33928
Michael Hughes	20101 Chapel Trace, Estero, Florida 33928
Kathy Hughes	20101 Chapel Trace, Estero, Florida 33928
Jean Stark	4751 West Bay Boulevard, #201, Estero, Florida 33928

ARTICLE VIII
AMENDMENTS

The Articles of Incorporation of this Corporation may be amended, altered or rescinded by the Board of Directors in a manner provided in the Bylaws.

ARTICLE IX
BYLAWS

Subject to any limitations set forth in the Florida Not For Profit Corporation Act (the "Act"), the Corporation's Bylaws shall be adopted by the Board of Directors and may be altered, amended, or rescinded by the Board of Directors in a manner provided by the Bylaws.

ARTICLE X
TERM

The term of the Corporation shall be perpetual or until dissolved by due process or law.

ARTICLE XI
DISTRIBUTION OF ASSETS

This Corporation is organized exclusively for charitable, and educational purposes including, in furtherance of these purposes, the making of distributions to organizations that qualify as exempt under Section 501(c)(3) of the Code. On dissolution of the Corporation, after paying or providing for the payment of all of the liabilities of the corporation, the corporation's assets shall be distributed (1) for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or (2) to the federal government, or to a state or local government, for public purposes. Any asset not disposed of shall be disposed by the circuit court of Lee County, exclusively for such purposes or to such organization or organizations that the court shall determine and that are organized and operated exclusively for such purposes.

ARTICLE XII
DEFENSE AND INDEMNIFICATION
OF OFFICERS AND DIRECTORS

The Corporation shall defend, indemnify and hold harmless every registered agent, Officer or Director and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been an Officer or Director of this Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct.

No "Officer" or "Director" of the Corporation as those terms are defined in section 617.0834 of the Act shall be personally liable to this Corporation for monetary damages to any

person for any statement, vote, decision, of failure to take an action, regarding organizational management or policy by such Officer or Director, unless:

1. The Officer or Director breached or failed to perform his or her duties as an Officer or Director; and
2. the Officer's or Director's breach of, or failure to perform his or her duties constitutes:

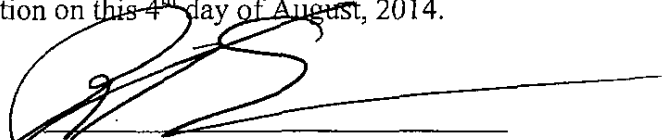
(a) A violation of the criminal law, unless the Officer or Director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful. A judgment or other final adjudication against an Officer or Director in any criminal proceeding for violation of the criminal law estops that Officer or Director from contesting the fact that his or her breach, or failure to perform, constitutes a violation of the criminal law, but does not estop the Officer or Director from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful;

(b) A transaction from which the Officer or Director derived an improper personal benefit, directly or indirectly;

(c) Recklessness (as defined by the above referenced section of Act") or an act or omission that was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

If the Act is amended after the filing of these articles of incorporation to authorize the further elimination or limitation of the liability of Officers or Directors of nonprofit corporations, then the liability of members of the Officers and Directors of the Corporation (as defined in the Act), in addition to that described in this Article shall be eliminated or limited to the fullest extent permitted by the Act as so amended. Such an elimination or limitation of liability is not effective to the extent that it is inconsistent with the status of the corporation as an organization described in Section 501(c)(3) of the Code. No amendment or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any Officer or member to the Board of Directors of this Corporation for or with respect to any act or omissions occurring before the effective date of any such amendment or repeal.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this Corporation, for the purpose of forming this not-for-profit charitable corporation under the laws of the State of Florida, has executed these Articles of Incorporation on this 4th day of August, 2014.



R. Keith Stark, Incorporator

ACCEPTANCE OF REGISTERED AGENT

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.



Dusti Beaubien, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA