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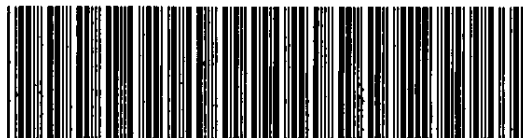
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SECRETARY OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 8, 2016

RENEE MARAZON
4210 NW 27TH LANE
CAPE CORAL, FL 33993

SUBJECT: NORTHWEST CAPE CORAL FOUNDATION
Ref. Number: W16000041878

We have received your document for NORTHWEST CAPE CORAL FOUNDATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name must contain a word that will clearly indicate that it is a corporation. This word may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

You must list at least one incorporator with a complete business street address.

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.

Tyrone Scott
Regulatory Specialist II
New Filings Section

Letter Number: 816A00012105

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TALLAHASSEE, FLORIDA



Northwest Cape Coral Foundation

Promoting Quality of Life in the Northwest Cape

Deborah Coaker
President

Renee Marazon
Vice President

Ken Weiss
Secretary

Doug Kidd
Treasurer

Denis Catalano
Member-at-Large

John Bashaw
Member-at-Large

Bill Swartzwelder
Member-at-Large

June 20, 2016
Department of State
Division of Corporations
P. O. Box 6327 Tallahassee, FL 32314

SUBJECT: Northwest Cape Coral Foundation, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:
\$87.50 Filing Fee, Certified Copy & Certificate

FROM: Renée Marazon
4210 NW 27th Lane
Cape Coral, FL 33993

Daytime Telephone Number: 419-343-1604

E-mail address: renee@marazon.com

Effective date of the Northwest Cape Coral Foundation, Inc. is the filing date.

Pursuant to Chapter 617.0202, F.S., the Articles of Incorporation set forth the necessary information.

ARTICLES OF INCORPORATION
NORTHWEST CAPE CORAL FOUNDATION, INC.

ARTICLE I
NAME

The name of the corporation shall be **Northwest Cape Coral Foundation, Inc.**

ARTICLE II
PRINCIPAL OFFICE

Principal Street and Mailing address is **4210 NW 27th Lane**
Coral, FL 33993

ARTICLE III
PURPOSE

Northwest Cape Coral Foundation, Inc. is organized exclusively for charitable, research and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.

The Mission of the Northwest Cape Coral Foundation, Inc. is to protect and enhance quality of life in Northwest Cape Coral including but not limited to the sustainability of estuaries, wetlands, and aquatic preserves through research, education, and demonstration projects and to collaborate with universities and other non-profit community-based organizations which have similar interests. In promoting quality of life in Northwest Cape Coral, projects may include but are not limited to open-air recreational spaces such as kayak launches, parks, bicycle and walking trails, median beautification and sound barriers.

To maximize its impact, the **Northwest Cape Coral Foundation, Inc.** will seek to collaborate with universities and other community based non-profit organizations which fall under the 501(c)(3) section of the internal revenue code and are operated exclusively for research, educational, and charitable purposes.

ARTICLE IV
MEMBERSHIP OF THE CORPORATION

There shall be no members of the Corporation. The Board of Directors shall, for purposes of any statute or rule of law relating to Florida non-profit corporations, act as the members of the Corporation, and shall have all the rights and privileges of members as permitted by the Florida Non-Profit Corporation Code Chapter 617, Florida Statutes (F.S.), as amended. The procedures and other rules relating to the Board of Directors shall apply to all actions taken by the Board of Directors when acting as the members of the Corporation.

ARTICLE V
MANNER OF ELECTION

Candidates for Director shall be nominated by the Board of Directors or a committee thereof. The Board of Directors shall elect Directors to fill the vacancies created by the expiration of the Directors' terms of Office at the annual meeting of the Board of Directors or, if not held, at the next scheduled regular meeting or a special meeting called for that purpose. Directors shall cumulate their votes when voting to fill more than one vacancy on the Board of Directors. The Board of Directors shall fill any vacancy in the Board of Directors resulting from an increase in the number of Directors or the resignation, removal, or death of Director as soon as is practicable at a regularly scheduled or special meeting of the Board of Directors. The remaining Directors, though less than a majority of the whole authorized number of Directors, may, by a vote of the majority of their number, fill any vacancy in the Board for the unexpired term. Each Director will serve a three-year term, which expires on the date of the annual meeting of Directors held in the year following the year of their election, and which may be renewed as many times as such Director is elected. Each Director shall hold office until that Director's term

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STATE OF FLORIDA
DIVISION OF CORPORATIONS

expires, or until his or her successor is elected, or until his or her earlier resignation, removal from office or death. A Director elected to fill a vacancy created by resignation, removal, death or an increase in the number of Directors shall serve until the next annual meeting of the Directors and/or until his or her successor is elected.

ARTICLE VI **DIRECTORS**

Section 1. Number. Unless increased by an action of the Board, the Board of Directors of the Corporation will consist of at least three (3) and no more than eleven (11) Directors with the exact number to be determined by resolution of the Board, however, the Corporation, in no case, shall ever have less than three (3) Directors. Initially, the Board of Directors shall be composed of seven (7) Directors.

Section 2. Qualifications and Role of Directors. The Directors shall have a strong interest in the welfare of the Corporation and in the sustainability of estuaries, wetlands and aquatic preserves through research, education and demonstration projects and in supporting other non-profit community-based organizations which have similar interests. Each Director should be willing and able to attend all meetings, both regular and special, and also be willing to accept special assignments and serve on committees.

Section 4. Meetings. The annual meeting of the Board of Directors shall be held each year in April at a date and time established by the Board at the principal office of the Corporation or, if not held as scheduled, at such time, date, and place as a majority of the Directors may determine. The Board of Directors may, by resolution, provide for regularly scheduled meetings of the Board. Special meetings may be called at any time by the President or by any two (2) Directors. The rules contained in the current edition of Robert's Rules of Order Newly Revised, shall govern the applicable procedure at meetings, as long as such rules are not inconsistent with this Code of Regulations, Florida law, or any special rules the Board of Directors may adopt.

Section 5. Quorum and Voting. The physical presence of a simple majority of the total number of Directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors. A vote of a simple majority of the Directors physically present at a meeting at which a quorum is present shall be required to effectuate action on all matters within the powers of the Board of Directors unless otherwise provided by law or herein. The Directors shall for purposes of this section be deemed present and able to vote at such meeting if a conference telephone or similar communications equipment is used by means of which all persons participating in the meeting can communicate with each other at the same time.

Section 6. Notice. Notice of any meeting of the Board of Directors shall be given in accordance with Article III, Section 1 of this Code. Unless waived, notice of each annual, regular, or special meeting communicating the day, hour and place (but not the purpose) shall be given to each Director by the Secretary of the Corporation not more than sixty (60) days nor less than three (3) days before any such meeting. Notice of any meeting of the Board of Directors, acting in their capacity as members or as the Board, need not be given to any Director, however, if waived by such Director in writing pursuant to Article III, Section 2 and such waiver is filed with the Secretary either before or after the holding thereof.

Section 7. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if a written consent to such action is signed by all of the Board of Directors and is filed with the minutes of proceedings of the Board of Directors. Such a written consent may be signed by facsimile signatures which shall be construed as originals, and on separate but identical documents which shall be construed as one original.

Section 8. Committees. The Board of Directors may create an Executive Committee and such other committee or committees as the Directors may determine. At least one (1) Director shall be a member of each committee. A simple majority of the members of any such committee shall constitute a quorum, and the act of a simple majority of the votes cast at a meeting at which a quorum is present shall be the act of the committee. In every instance, however, the final action on all committee business shall be in the nature only of recommendations to the Board of Directors.

Section 9. Removal/Resignation of Directors. Any Director may be removed, with or without cause, at any time by the majority vote of the entire Board of Directors excluding the person whose removal is under consideration. Any Director may resign by tendering a written resignation to the Board of Directors. The resignation shall be effective upon receipt of the writing by the Board of Directors or at any later date specified therein, and the resignation shall require no further action to be effective. Vacancies in the Board of Directors shall be filled in accordance with Section 3 of this Article IV.

Section 10. Powers of Directors. The authority of the Corporation shall be exercised by the Directors of the Corporation or shall be exercised under their direction in accordance with the law. Subject to the provisions of Florida law in general, the Florida Nonprofit Corporation Law, the Articles of Incorporation, and the Code of Regulations of the Corporation, the Board of Directors shall do and perform every act and thing whatsoever which it shall deem necessary, expedient or advisable to carry out the purposes of the Corporation.

Section 11. Honorary Directors. Any individual, whether an emeritus director or not, who has provided extraordinary service to the Corporation over a period of time, may be honored with the title "Honorary Director", at the discretion of the Board, by a majority vote of the Board. Honorary Directors are not voting members of the Board and are permitted but not required to attend meetings.

ARTICLE VII OFFICERS

Section 1. Number, Title and Election. The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer, and may include such other officers and assistant officers as the Board of Directors shall deem advisable, each of whom shall be elected by the Board at the annual meeting of the Board or any meeting called wholly or in part for the purposes thereof. Officers shall hold office for a term of one year, or until their successors are elected and qualified, except in the event of their earlier death, resignation, or removal. An officer's term may be renewed as many times as such officer is elected. The officers may be, but are not required to be, members of the Board of Directors of the Corporation.

Section 2. Vacancies. A vacancy in any office because of death, resignation, or removal of an officer shall be filled by the Board of Directors for the unexpired term of such office.

Section 3. Resignation or Removal of Officers. An officer of the Corporation may resign at any time by tendering his or her resignation in writing to the Board of Directors and such resignation shall become effective immediately upon its delivery to the Board. An officer of the Corporation may be suspended or removed at any time, with or without cause, by the Board of Directors. The election or appointment of an officer for a term of office shall not be deemed to create contract rights.

Section 4. President. The President shall preside at all meetings of the Board and shall direct the operations and oversee the administration of the Corporation in all its activities in conformance with and subject to the policies and goals established by the Board of Directors of the Corporation.

Section 5. Vice President. In the absence of the President, the Vice President shall perform the duties of President, and shall perform other duties as may be required by the Board of Directors or the President.

Section 6. Secretary. The Secretary shall be responsible for providing notice of meetings to the Board of Directors where notice is required and shall keep a record of the proceedings of the Board of Directors, and shall perform other duties as may be required by the Board of Directors or the President.

Section 7. Treasurer. The Treasurer shall act as the fiscal officer of the Corporation and shall have custody of the cash, securities, and other assets of the Corporation. The Treasurer shall receive contributions, bequests, revenues, and other assets to which the Corporation is entitled and disburse funds as directed by the Board of Directors, maintaining appropriate records thereof. The Treasurer shall maintain appropriate books of account and supporting records and shall prepare and file (or cause to be prepared and filed) all returns and

related reports required by federal and state statutes and regulations and by the Board of Directors. In addition, the Treasurer shall perform other duties as may be required by the Board of Directors or the President.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

To the extent permitted by Florida law, the Corporation shall indemnify any present or former Director, officer, committee member, administrative staff resource person to a committee, or key administrative staff employee against expenses (including attorney's fees), judgments, decrees, fines, penalties, amounts paid in settlement, and other liabilities in connection with the defense of any pending or threatened action, suit, or proceeding whether criminal, civil, administrative, or investigative, to which such person is or could reasonably expect to be made a party, provided:

- a) that such person was not guilty of willful or wanton misconduct in the performance of their duty to the Corporation;
- b) that such person acted in good faith in what they reasonably believed to be the best interests of the Corporation; and
- c) that, in any matter the subject of a criminal action, suit, or proceeding, such person had no reasonable cause to believe that their conduct was unlawful.

The determination as to (a), (b), and (c) above shall be made:

- a) by a majority vote of a quorum of the Board of Directors consisting of said Directors who are not or were not parties to or threatened with such action, suit, or proceeding; or
- b) if such a quorum is not available, or even if obtainable, if a majority of such quorum of disinterested Directors so directs, by a written opinion of independent legal counsel to whom the matter may be referred by a majority of Directors. Any independent counsel or a firm associated with the attorney shall not have performed services for the corporation or any person to be indemnified within the past five years.

The termination of any claim, action, suit, or proceeding by judgment, order, settlement, conviction, or plea of guilty or nolo contendere shall not create a presumption that such person did not meet the standards of conduct set forth in this Article.

The indemnification provided by this Article shall not be deemed exclusive of, or in any way to limit, any other rights to which any person eligible for indemnification may be or may become entitled as a matter of law, or pursuant to the Articles of Incorporation, the Code of Regulations, agreements, insurance coverage, or otherwise. The indemnification provided by this Article shall continue as to a person who has ceased to be a Director, officer, committee member, administrative staff resource person, or key administrative staff employee and shall inure to the benefit of the heirs, executors, and administrators of such person.

Irrespective of the provisions of this Article, the Board of Directors at any time or from time to time, may approve the indemnification of Directors and officers or other persons to the full extent permitted by the provisions of the Florida General Non-Profit Corporation law at the time in effect, whether on account of past or future transactions. The extension of rights of indemnification hereunder by liberalization of any existing law of the State of Florida

ARTICLE IX

CONTRACTS BETWEEN CORPORATION AND RELATED PERSONS

To the greatest extent allowed by Florida law, any contract or other transaction between this Corporation and one or more of its Directors, or between this Corporation and any entity of which one or more of this Corporation's Directors are interested shall be valid for all purposes, notwithstanding the presence of such Director at the meeting at which the Board of Directors of the Corporation acts upon, or in reference to, such contract or transaction, and notwithstanding the participation of the Director in such action, if the fact of such interest shall be disclosed or known to the Board of Directors, and the Board of Directors nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the Directors present. Unless Florida law otherwise prohibits or permits, the interested Director may be counted in determining whether a quorum is present, but may not be counted in voting upon the matter or in calculating the majority of such quorum

necessary to carry such vote. This Article VII shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE X
BOOK AND RECORDS

The Corporation shall keep correct and complete books, records, and minutes of the Board of Directors' meetings. The Secretary of the Corporation shall keep an accurate list of the names and addresses of the Board of Directors.

ARTICLE XI
DISSOLUTION OF THE CORPORATION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII
AMENDMENTS

The Code of Regulations shall be amended or amended and restated by a majority of the entire Board of Directors.

ARTICLE XIII
INITIAL OFFICERS AND/OR DIRECTORS

Deborah Coaker, President
1730 Old Burnt Store Rd. N
Cape Coral, FL 33993

Renée Marazon, Vice President
4210 NW 27th Lane
Cape Coral, FL 33993

Kenneth Weiss, Secretary
PO Box 23
Matlacha, FL 33993

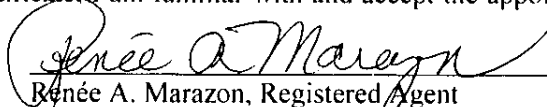
J. Douglas Kidd, Treasurer
1517 NW 39th Ave
Cape Coral, FL 33993

Bill Swartzwelder, Member
726 NW 38th Place
Cape Coral, FL 33993

Denis Catalano, Member
PO Box 332
Matlacha, FL 33993

REGISTERED AGENT

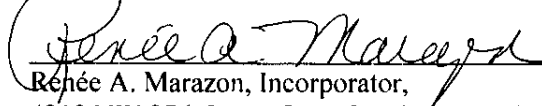
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity


Renée A. Marazon, Registered Agent
4210 NW 27th Lane, Cape Coral, FL 33993

Date

INCORPORATOR

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.


Renée A. Marazon, Incorporator,
4210 NW 27th Lane, Cape Coral, FL 33993

Date