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FAX No.

P. 001

6/5/2017

Division of Corporations

Florida Department of State
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Account Number : I20030000112
Phone : (239)552-4100
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FLORIDA PROFIT/NON PROFIT CORPORATION

Greater Naples Fire Foundation, Inc.

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T. SCOTT

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**ARTICLES OF INCORPORATION
OF
GREATER NAPLES FIRE FOUNDATION, INC.
(a Florida Corporation Not For Profit)**

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ARTICLE I

NAME

The name of this corporation is **GREATER NAPLES FIRE FOUNDATION, INC.** (hereinafter called the "Corporation").

ARTICLE II

**PRINCIPAL ADDRESSES OF
THE CORPORATION AND INCORPORATOR**

The Corporation's principal office and mailing address are located at 14575 Collier Boulevard, Naples, Florida 34119.

The Incorporator's principal office and mailing address are located at 14575 Collier Boulevard, Naples, Florida 34119 and the name of the Incorporator is Tara Bishop.

ARTICLE III

DURATION

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

ARTICLE IV

PURPOSES

The Corporation is organized and will be operated exclusively for charitable, scientific and educational purposes which benefit the greater Naples community and lessen the burdens of government. No part of the net earnings of the Corporation will inure to the benefit of any member, private person or individual.

The purposes of the Corporation may be modified from time to time by a two-thirds (2/3rds) majority vote of the Board of Directors, provided any modification in purpose shall also be a charitable, scientific or educational purpose.

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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.

ARTICLE VI**DIRECTORS**

The authority to direct the governance and business affairs of the Corporation shall be vested in a Board of Directors. The Directors, subject to the provision of these Articles, the Corporation's Bylaws, and Florida law governing directors, shall have the power to do all acts permitted to be undertaken by directors of Not for Profit Corporations under Florida law.

The number of directors shall be as set forth in the Bylaws. The number of directors shall not be less than three (3). The maximum number of directors shall be Eleven (11).

Directors shall be nominated, elected and removed as provided in the Bylaws.

ARTICLE VII**MEMBERSHIP**

The Board of Directors of the Corporation shall establish such classes of membership and the rights of such members as they determine to be in the interest of the good governance of the Corporation; provided that no member or class of members shall have or be deemed to have a pecuniary or other interest in the income or residual assets of the Corporation.

ARTICLE VIII**DISSOLUTION**

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(b)(1)(A) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusive public purpose.

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

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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.

ARTICLE IX

INDEMNIFICATION

The Corporation shall indemnify its officers and directors for acts or omissions taken or made in good faith and not otherwise subject to the immunity provisions of Fla. Stat. §617.0834 to the extent permitted by Fla. Stat. §607.0831 or §607.0850. The Corporation may but shall not be required to obtain errors and omissions insurance to cover such risks.

ARTICLE X

PROHIBITED ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, officers, members 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 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(e)(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.

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ARTICLE XI

AMENDMENT OF BYLAWS

The Corporation's Bylaws may be amended, altered, restated or repealed and new Bylaws may be adopted only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors.

ARTICLE XII

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 XIII

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, Carmichael and Lottes, 9132 Strada Place, Fourth Floor, Naples, Florida 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 23 day of May, 2017.

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.817.135, F.S.

Incorporator


Tara Bishop

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**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 GREATER NAPLES FIRE FOUNDATION, INC.

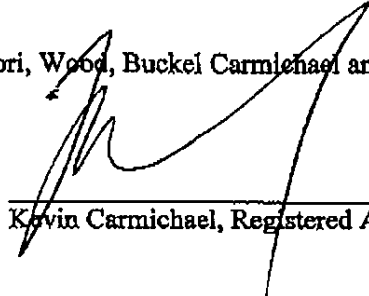
The name of the initial registered agent of the Corporation is Salvatori, Wood, Buckel,
Carmichael and Lottes, 9132 Strada Place, Fourth Floor, Naples, Florida 34108-2683.

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 Carmichael and Lottes

By:


Kevin Carmichael, Registered Agent

Date:

6/5/2017

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