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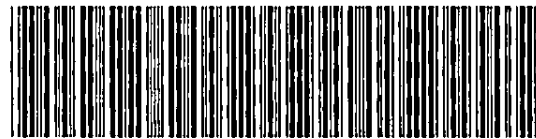
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N. SAMS  
2017

LAW OFFICES of  
***Sullivan & Garner***

SunTrust Building  
801 Laurel Oak Drive, Suite 103  
Naples, Florida 34108-2707

Phone: 239-262-6118  
Fax: 239-260-5814

John L. Sullivan, Jr., Esq.  
(Retired)

John A. Garner, Esq.  
Master of Laws in Taxation  
e-mail: jgarner@sullgarlaw.com

August 18, 2017

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

Re: Ethics Naples, Inc.

Dear Sir or Madam:

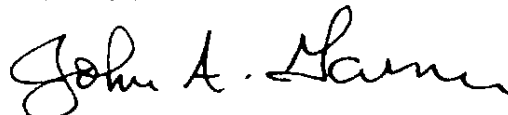
Enclosed you will find an original and one photocopy of Articles of Incorporation for Ethics Naples, Inc.

As provided by law, please file the original Articles of Incorporation, stamp the other as received, and return to the undersigned. Please also return a Certificate of Status.

Enclosed is my law firm check in the amount of \$78.75 representing the filing fee and cost of the Certificate of Status.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,



John A. Garner

JAG/  
Enclosures

FILED  
17 AUG 22 PM 4:03  
TALLAHASSEE, FLORIDA

**Articles of Incorporation**  
**of**  
**Ethics Naples, Inc.**

FILED  
17 AUG 22 PM 4:04  
CLERK OF CIRCUIT COURT

**ARTICLE I**  
**CORPORATE NAME**

The name of this Corporation shall be **Ethics Naples, Inc.** and shall be a not for profit corporation organized under Chapter 617, Florida Statutes, and shall have all powers given to a not for profit corporation by the provisions of the Florida Not For Profit Corporation Act.

**ARTICLE II**  
**PRINCIPAL OFFICE**

The address of the principal office of the Corporation shall be 267 6th Street North, Naples, 34102-5739.

**ARTICLE III**  
**CORPORATE PURPOSES**

A. The nature of the Corporation and the objects and purposes for which it is organized are for the promotion of social welfare: by urging the public to contact members of legislative bodies for the purpose of proposing, supporting, or opposing legislation; by advocating the adoption or rejection of legislation; and by advancing the practice of ethical conduct by legislative members, within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986 (as amended) or the corresponding provisions of any future United States Internal revenue law, including for such purposes, the making of distributions to organizations that are recognized as exempt from tax under 501(c)(4).

B. The Corporation may devote a substantial part of its activities for lobbying purposes (including the publishing or distribution of statements) or otherwise attempting to influence legislation. However, the Corporation may participate or intervene in (including the publishing or distribution of statements) any political or judicial campaign on behalf of any candidate for public office only to an insubstantial degree.

C. Notwithstanding any of the foregoing statements of purposes and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this Corporation as set forth in paragraph A of this Article. Moreover, nothing contained in the foregoing statement of purposes shall be

construed to authorize this Corporation to carry on any activity for the profit of its members, or to distribute any gains, profits, or dividends to its members.

#### **ARTICLE IV ELECTION OF DIRECTORS**

The Directors of this Corporation shall be elected as provided for in the bylaws of the Corporation. Until such election, however, the initial Directors of this Corporation shall be:

Joan Fiore  
318 7th Street South  
Naples, FL 34102-6357

Joseph V. Karaganis  
890 Gulf Shore Blvd South  
Naples 34102-6852

Nicholas G. Penniman  
300 Park Shore Drive PH-A  
Naples, FL 34103-2607

John W. Lehmann  
Bougainvillea Road  
Naples, FL 34102-5500

Donald L. Fierce  
165 5th Ave South  
Naples, FL 34102-6115

William G. Lutz  
1779 Crayton Road  
Naples, FL 34102-5127

#### **ARTICLE V OFFICERS**

The names and addresses of the initial officers of this Corporation are as follows:

Nicholas G. Penniman – President  
300 Park Shore Drive PH-A  
Naples, FL 34103-2607

William G. Lutz – Secretary/Treasurer  
1779 Crayton Road  
Naples, FL 34102-5127

John W. Lehmann – Vice President  
620 Bougainvillea Road  
Naples, FL 34102-5500

#### **ARTICLE VI REGISTERED AGENT AND OFFICE**

The initial registered office of the Corporation shall be located at 801 Laurel Oak Dr., Suite 103, Naples, FL 34108-2707. The initial registered agent of the Corporation is John A. Garner, whose address is 801 Laurel Oak Dr., Suite 103, Naples, FL 34108-2707.

**ARTICLE VII  
INCORPORATOR**

The name and address of the incorporator of this Corporation is as follows:

John A. Garner  
801 Laurel Oak Dr., Suite 103  
Naples, FL 34108-2707

**ARTICLE VIII  
CORPORATE RESTRICTIONS**

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any member of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

B. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or Section 501(c)(4) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court 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 the Court shall determine, which are organized and operated exclusively for such purposes.

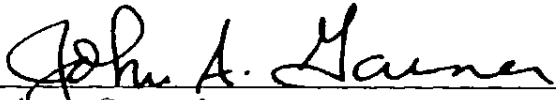
IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation, this 18<sup>th</sup> day of August, 2017.

  
John A. Garner, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENTS UPON WHOM PROCESS MAY BE SERVED**

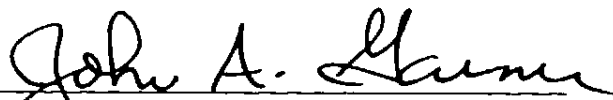
IN COMPLIANCE WITH SECTION 48.091, AND SECTION 617.0501, FLORIDA  
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT, Ethics Naples, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 267 6th Street North, Naples. 34102-5739, has named John A. Garner, located at 801 Laurel Oak Dr., Suite 103, Naples, FL 34108-2707, as its agent to accept service of process within Florida.

  
John A. Garner, Incorporator

Dated: August 18, 2017

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, John A. Garner hereby agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

  
John A. Garner, Registered Agent

Dated: August 18, 2017