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**FLORIDA PROFIT/NON PROFIT CORPORATION
SMART GROWTH NOW, INC.**

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ARTICLES OF INCORPORATION
OF
SMART GROWTH NOW, INC.
(a Florida Not For Profit Corporation)

Pursuant to the provisions of Sections 617.0202, Florida Statutes, the undersigned incorporator of this Florida nonprofit corporation adopts the following Articles of Incorporation.

ARTICLE I

The name of this corporation is Smart Growth Now, Inc., (the "Corporation").

ARTICLE II

The Corporation's principal office and mailing address are located at 1415 Panther Lane, Suite 390, Naples, Florida 34109.

ARTICLE III

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

ARTICLE IV

The general purpose for which this corporation is formed is to operate exclusively to promote social welfare so as to qualify it as a tax-exempt social welfare organization under Section 501(c)(4) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.

In pursuance of the foregoing, the specific intended purpose of the Corporation shall be to promote smart growth community development and redevelopment in Collier County.

ARTICLE V

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

Management of the Corporation shall be vested in a Board of Directors, the members of which shall be not less than three (3). The manner in which the directors are elected and appointed is set forth in the Corporation's Bylaws. The day to day business of the Corporation shall be conducted by the officers designated in the Corporation's Bylaws. The officers shall be

elected each by the Board of Directors in the manner set forth in the Corporation's Bylaws and such officers shall serve at the pleasure of the Board of Directors. The initial officers are:

Title: PRESIDENT

Linda S. Penniman

1415 Panther Lane, Suite 390

Naples, Florida 34109

Title: SECRETARY

David J. Trecker

1415 Panther Lane, Suite 390

Naples, Florida 34109

Title: TREASURER

Anne Foster

1415 Panther Lane, Suite 390

Naples, Florida 34109

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ARTICLE VII

The Corporation shall have no Members.

ARTICLE VIII

Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed in accordance with a plan of dissolution to be adopted by the Board of Directors. The assets distributed under the plan of dissolution (the "Distributable Assets") shall be distributed to one or more social welfare corporations within the meaning of Section 501(c)(4) of the Code created and operated for one or more exempt purposes within the meaning of Article IV hereof. Any such Distributable Assets not so disposed of shall be disposed of by a Florida 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. In no event will the Distributable Assets be conveyed to any organization created or operated for profit or to any individual.

ARTICLE IX

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, trustees, 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 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 Section 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 Section 501(c)(4) of the Code, or (b) by a Corporation, contributions to which are deductible under Sections 170(c)(2), 2055, and 2522 of the Code.

In the event that the Corporation shall be considered to be a private foundation, by means of an inadvertent or intentional change to its present status as a public charity as such terms are defined in Section 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 Section 4942 of the Code; and,

B. Shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE X

The Corporation's Bylaws may be amended, altered, restated or repeated and new Bylaws may be adopted only by a majority vote of the members of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with federal or Florida law or these Articles of Incorporation.

ARTICLE XI

These Articles of Incorporation may be amended, altered and/or restated only by a majority vote of the members of the Board of Directors.

ARTICLE XII

The name of the initial registered agent of the Company is CT Corporation System, and the street address of the initial registered agent, which shall be the registered office of the Company, shall be 1200 South Pine Island Road, Plantation, Florida 33324.

ARTICLE XIV

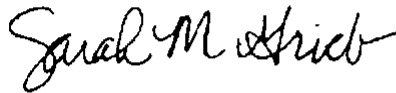
The name and address of the incorporator is:

Sarah M. Grieb, Esq.
Roetzel & Andress, LPA
850 Park Shore Drive, Suite 300
Naples, Florida 34103

ARTICLE XV**ADOPTION OF ARTICLES**

These Articles of Incorporation of the Corporation were adopted by the sole incorporator of the Corporation as permitted by Florida law. The Corporation has no members. Therefore, no members were required to vote.

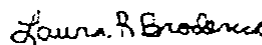
IN WITNESS WHEREOF, the undersigned sole incorporator of the Corporation has executed these Articles of Incorporation on the 19th day of February, 2021.



Sarah M. Grieb, Esq., sole Incorporator

I, CT Corporation System, 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.

CT CORPORATION SYSTEM

By: 
Laura R. Broderick, Assistant Secretary

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