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Division of Corporations

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# Florida Department of State

Division of Corporations

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## FLORIDA PROFIT/NON PROFIT CORPORATION

Camerata of Naples, Inc.

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DEC 3, 2021

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ARTICLES OF INCORPORATION  
OF  
CAMERATA OF NAPLES, INC.  
(a Florida Not for Profit Corporation)

FILED  
2021 DEC -2 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned officer of this Florida nonprofit corporation adopts the following Articles of Incorporation.*

ARTICLE I

The name of this corporation is Camerata of Naples, Inc., (hereinafter called the "Corporation").

ARTICLE II

The Corporation's principal office is located at: 656 98<sup>TH</sup> Avenue North, Naples, Florida 34108.

The Corporation's mailing address is: 656 98<sup>TH</sup> Avenue North, Naples, Florida 34108.

ARTICLE III

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

ARTICLE IV

The Corporation is organized exclusively for charitable and educational purposes as described in Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code ("Code"), including, for such purposes, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3).

The initial purposes of this Corporation shall be to:

The mission of Camerata of Naples is to enrich the lives of people in the Naples community with inspiring, innovative, high-quality musical presentations and to promote intercultural diversity. Through music, Camerata aspires to create unique experiences and connections that improve the quality of life throughout the Naples area.

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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 the Corporation's Executive Committee of the Board of Directors, the members of which shall be not less than three (3). The number and method of election and removal of the directors of the Corporation and members of its Executive Committee shall be as set forth in the Bylaws.

ARTICLE VII

The Initial Directors are as followed:

Boris Sandler  
656 98<sup>TH</sup> Avenue North  
Naples, Florida 34108

Barbara Lounsbury  
601 Putter Point Place  
Naples, Florida 34103

Glenn Saffran  
21 High Point Circle East  
#504  
Naples, Florida 34103

ARTICLE VIII

~~The Corporation shall have no Members.~~

ARTICLE IX

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 Executive Committee of the Board of Directors. The assets distributed under the Plan shall be distributed to one or more charitable and educational corporations within the meaning of Section 501(c)(3) of the Code engaged in similar activities as the Corporation or shall be distributed to the State of Florida or a political subdivision thereof for a public purpose which supports similar purposes as the Corporation. Any such 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

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purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

#### ARTICLE X

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)(3) 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, as such term is 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.

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#### ARTICLE XI

The Corporation's Bylaws may be amended, altered, restated or repeated and new Bylaws may be adopted only by two thirds (2/3rds) vote of the members of the executive Committee 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 XII

These Articles of incorporation may be amended, altered and/or restated only by two

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thirds (2/3rds) vote of the members of the Executive Committee of the Board of Directors.

**ARTICLE XIII**

The street address of the Corporation's registered office in the State of Florida is 2150 Goodlette Road North, Sixth Floor, Naples, Florida 34102, and the name of its registered agent at such office is Wood, Buckel and Carmichael, PLLC.

**ARTICLE XIV**

The name of the Incorporator is Kevin Carmichael with address at 2150 Goodlette Road North, Sixth Floor, Naples, Florida 34102.

**ARTICLE XV****ADOPTION OF ARTICLES**

These Articles of Incorporation of the Corporation were adopted by the unanimous vote of the Board of Directors of the Corporation as permitted by Florida law and the Corporation's bylaws on DECEMBER 1, 2021.

The Corporation has no members. Therefore, no members were required to vote.

The date of adoption of these Articles of Incorporation is DECEMBER 1, 2021.

**IN WITNESS WHEREOF**, the Incorporator submits this document and affirms that the facts stated herein are true. The Incorporator is 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.

By: 

Print Name: Kevin Carmichael

Its: Incorporator

Date: DECEMBER 11, 2021

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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 Camerata of Naples, Inc.

The name and address of the registered agent of the Corporation is:

Wood, Buckel and Carmichael, PLLC  
2150 Goodlette Road North, Sixth Floor  
Naples, Florida 34102

**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.

**WOOD, BUCKEL AND CARMICHAEL, PLLC**

By: \_\_\_\_\_

Kevin Carmichael  
Its: Authorized Member

Date: December 1, 2021

FILED  
2021 DEC -2 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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