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FLORIDA PROFIT/NON PROFIT CORPORATION

North Naples Bay Association, Inc.

Certificate of Status	1
Certified Copy	0
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NOTED

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REGISTRATION
SPECIAL
SERVICES

D. O'KEEFE

**ARTICLES OF INCORPORATION
OF
NORTH NAPLES BAY ASSOCIATION, INC.**

In Compliance with Chapter 617, F.S. (Not for Profit)

ARTICLE I
Name

The name of the Corporation shall be North Naples Bay Association, Inc. (the "Corporation").

ARTICLE II
Principal Office

The principal place of business and mailing address of the Corporation shall be 895 10th Street South #210 Naples, FL 34102.

ARTICLE III
Purposes

A. The purposes for which the Corporation is organized and shall be operated are exclusively for such allowable purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law (the "Code"). In furtherance of these purposes, but not in limitation thereof, the Corporation may exercise all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations, including, but not limited to, hearing, raising and voicing opinions on matters before the Naples City Council, all within the meaning of Section 501(c)(6) of the Code. In all events the Corporation shall operate exclusively for purposes within the meaning of Section 501(c)(6) of the Code.

B. Notwithstanding any other provision set forth herein:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any of its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes.

2. The Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income taxation under Section 501(c)(6) of the Code, or (ii) by a corporation, contributions to which are deductible for federal income tax purposes.

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ARTICLE IV
Operation and Manner of Election

The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors of the Corporation. The number, term of office, method of selection and manner of removal of the Board of Directors shall be as set forth in the Bylaws of the Corporation.

ARTICLE V
Initial Registered Agent and Street Address

The name and Florida street address of the Corporation's registered agent shall be J. Michael Faucett, 895 10th Street South #210 Naples, FL 34102.

ARTICLE VI
Corporate Duration

The Corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE VII
Membership

The Corporation shall be a membership, not-for-profit corporation and shall have no authority to issue capital stock. The members of the Corporation may from time to time be classified among classes as provided for in the Bylaws of the Corporation.

ARTICLE VIII
Indemnification

The Corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Section 617.0831. It is intended that the Corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Section 617.0834 and other similar laws.

ARTICLE IX
Dissolution

In the event the Corporation is dissolved or liquidated, the Board of Directors, after paying or making provision for payment of all of the known liabilities of the Corporation, shall distribute the Corporation's property and assets to such other one or more exempt organizations under Section 501(c)(6) of the Code as, in the sole judgment of the Corporation's Board of Directors, have purposes most closely allied to those of the Corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such exempt purposes of any exempt organization or organizations under Section 501(c)(6) of the Code as said court shall determine.

ARTICLE X
Private Foundation Status

A. If the Corporation is ever classified as a private foundation under the Code, the following provisions shall be applicable:

1. The Corporation shall distribute its income for each tax year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
2. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
3. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.
4. The Corporation shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code.
5. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE XI
Initial Directors

The names and addresses of the persons to serve as the initial Directors of the Corporation are listed alphabetically as follows:

Faucett, J. Michael Olde Naples Seaport Condominium Association 895 10 th Street South #210 Naples, FL 34102	Director
Hirshberg, David Olde Naples Seaport Yacht Association 1490 5 th Ave, South #104 Naples, FL 34102	Director
Latva, Mitch Bayfront Condominium of Naples 451 Bayfront Place #5310 Naples, FL 34102	Director
Mazzei, Thomas Old Cove of Naples Condominium Association 900 Broad Ave. South #330 Naples, FL 34102	Director

Romes, Greg
Mariners Cove Condominium Association
309 Goodlette-Frank Rd. #401-A
Naples, FL 34102

Director

Ross, Richard
The Naples Boat Club Master Association
895 10th Street South #210
Naples, FL 34102

Director

ARTICLE XII
Amendment

These Articles of Incorporation shall only be amended by a majority of the Corporation's Board of Directors.

ARTICLE XIII
Incorporator

The name and address of the Incorporator is Rebeca Linz, Dentons Cohen & Grigsby, P.C., Mercato-Suite 6200, 9110 Strada Place, Naples, Florida 34108.

These Articles of Incorporation are hereby executed by the Incorporator on this 30th day of June, 2022.

Rebeca Linz
Signature

**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

Having been named as registered agent to accept service of process for the above-named Corporation at the place designated in these Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties as registered agent, and is familiar with and accepts the obligations of such position.

J. Michael Faucett
By: J. Michael Faucett, Registered Agent

Date: June 30, 2022

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