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COVER LETTER

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

SUBJECT: Naples Decorative Artists Inc
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Diane Garofalo
Name (Printed or typed)

28550 Wharton Dr.
Address

Bonita Springs FL 34135
City, State & Zip

239 272-2242
Daytime Telephone number

naplesdecorativeartists@outlook.com
E-mail address: (to be used for future annual report notification)



ARTICLES OF INCORPORATION
In compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be: Naples Decorative Artists Inc

ARTICLE II PRINCIPAL OFFICE

Principal street address:

Mailing address, if different is:

28550 Wharton Dr

Bonita Springs

FL 34135

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: Social Painting Club

ARTICLE IV MANNER OF ELECTION The manner in which the directors are elected and appointed: _____

as stated by the By-Laws

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Diane Garofalo-D Name and Title: Beth Matthews-D

Address: President Address: Director

28550 Wharton Dr.

6880 Redbay Park Dr #102

Bonita Springs FL
34135

Naples FL 34109

Name and Title: Julie Cates-D Name and Title: _____

Address: Treasurer Address: _____

20181 Ocelot Ct.

Estero FL 33928

Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

ARTICLE VI REGISTERED AGENT

The **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:

Name: Diane Garofalo
Address: 28550 Wharton Dr.
Bonita Springs FL 34135

ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is:

Name: Diane Garofalo
Address: 28550 Wharton Dr.
Bonita Springs FL 34135

ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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

Diane Garofalo
Required Signature of Registered Agent

4/9/2023
Date

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.817.155, F.S.

Diane Garofalo
Required Signature of Incorporator

4/9/2023
Date

Naples Decorative Artists Inc

BY-LAWS

Article I – NAME and OBJECTIVE – The name of this 501(c)(7) non-profit organization shall be Naples Decorative Artists of Southwest Florida and will be referred to in this document as NDA. The purpose of NDA shall be to provide for those individuals with a common interest in the enjoyment, appreciation, and practice of the decorative arts.

Article II – MEMBERSHIP

1. Membership in NDA is open to any adult with an interest in the decorative arts, who wishes to take part in regular (monthly) NDA meetings, painting workshops and occasional painting seminars.
2. An NDA member in good standing is one who is up to date in the payment of their club dues, who participates regularly in NDA events and activities.
3. Non-member guests may visit and participate in monthly painting workshops up to two (2) meetings. Following those two visits, the guest shall be invited to become a NDA member.

Article III – MEETINGS

1. General meetings. Business meetings and painting workshops shall be held as designated in the club Calendar established by at least the first meeting of the calendar year, usually held on the third Friday of the month.
2. Special meetings. Special meetings of NDA may be called by the President, a majority of the board, or by one-fifth of the membership. The Board shall notify members via e-mail at least 10 days in advance of a special meeting.
3. Voting. Each member in good standing shall be entitled to one (1) vote at meetings after a quorum has been established. A quorum shall consist of a majority (50% plus 1) of those present.

Article IV – OFFICERS

1. Elected officers of this Club shall be: President, Vice- President, Secretary and Treasurer.
2. Term of office shall be one (1) year or until a successor is elected. Officers may hold the same office for successive terms, unless limited by a majority vote of the membership.
3. The four officers make up the NDA Board, which shall conduct necessary club business between meetings, may call special membership meetings and will submit an annual budget to the membership.
4. Duties of officers. Officers are expected to attend NDA business meetings. Board meetings and other club functions. Appropriate records shall be kept by each officer in paper and/or electronic form, which shall be the property of NDA, and be passed on to the next elected officer.

President – Shall preside at all NDA meetings and Board meetings; shall sign checks in the absence of the treasurer and shall perform such other duties as usually pertain to the office. The President shall insure that all required annual reports to Florida Department of State (i.e. SunBiz), and the IRS are in compliance (i.e. Annual report to the state and 990N filing with the IRS), and any associated fees are paid. Such filings shall be reported to the membership.

Vice President – Shall preside in the absence of the President, shall assist the President as needed, shall serve as the coordinator of Workshops and Seminars, and shall keep a clear and complete record of correspondence and contracts with Seminar teachers.

Secretary – Shall record minutes of the club and the Board meetings; shall distribute copies of minutes to the members by email, in a timely manner.

Treasurer – Shall receive all monies of the club; shall make all disbursements from the NDA's checking account; shall keep an accurate record of funds received and funds expended; shall pay all club bills in accordance with the budget; Treasurer in consultation with the President can expend for

unexpected items under \$300 when necessary; Treasurer shall notify members in the next treasurer report; unexpected expenditures over \$300 shall be approved by the majority of the membership. Treasurer shall present a monthly report to members/Board. The Treasurer shall present an annual end of year report to the members by the first meeting in February and shall insure it is published in the member only (password protected) section of the NDA website.

Article V – APPOINTED CLUB POSITIONS And COMMITTEES

1. Committee chairs or other club positions may be appointed by the Board to perform duties on behalf of NDA, as deemed necessary. Such positions may include Webmaster, Election Chair, Luncheon Chair, or Sunshine, Raffle, Membership Outreach, Facebook, and other coordinator positions.
2. Committees may be created as needed to promote the objectives and interests of NDA. Committees may be formed by calling for volunteers at regular membership meetings. Committees may also be formed by Board appointment. Committee chairs by be appointed by the Board or by agreement among the members of the given committees.
3. No funds will be expended for committee work without approval by the membership unless the proposed work has been provided in NDA's annual budget.

Article VI – WEBSITE AND COMMUNICATIONS

1. The NDA website shall provide information to site visitors concerning the nature of the club, upcoming events, event sign up information, certain pieces of information for members only (e.g. Membership list information).
2. Member notifications will be by email and website postings.

Article VII – FINANCES

1. The Board, upon recommendation of the treasurer, shall designate the financial institution that shall be the depository of NDA funds. Signature cards shall be executed by the president and Treasurer. The President and Treasurer shall each be authorized to sign NDA checks.
2. Financial expenditures shall be for the maintenance and improvement of NDA.
3. The Treasurer's financial records shall be audited at the end of each calendar year by a qualified person designated by the Board. The audit is to be completed by the 1st meeting in February, and the members shall be informed of its completion.
4. Annual Budget. The Board shall construct the annual budget for consideration and approval by the members. Items that may be considered in constructing the budget are membership, liability insurance, meeting space rent, workshops, seminars, outreach, other donations, banking, website, advertising, fundraising, luncheon, raffles for rent, postage and printing, Christmas party, online subscriptions like Zoom, Meet-Up, Quicken, website domain name and hosting costs.

Article VIII – PROGRAMS

1. Painting workshops shall be offered to members and guest each month following the regular NDA business meeting. The teacher shall be paid a stipend in consideration of his/her services in teaching the given Workshop. Monthly workshops shall be a budgeted item.
2. Painting Seminars of one (1) or two (2) days can be offered to members and guests during the year. Painting Seminars can be an annually budgeted item. The Vice President shall make Seminar recommendations to the members for approval, including teacher selection, date selection, project

3. Outreach. NDA members may wish to plan outreach events and activities throughout the year to promote membership in NDA and to perform one (1) or more community service project(s). Such events and activities may include luncheons, paint-ins, painting demonstrations, community- based displays. Outreach events and activities shall be handled by the creation of ad hoc or standing committees.

Article IX – ELECTIONS

1. An elections officer, announced at the September Club meeting, shall recruit a slate of four (4) officer nominees, selected from the among active NDA members in good standing, by mid- January. The Election Officer shall submit the slate for dissemination to NDA members by mid-December.
2. Officer elections shall be held in February. In addition to the slate of candidates, nominations from the floor will be accepted, provided consent of the nominee has been obtained.
3. Vacancy of Office. If an Officer vacancy occurs, a successor shall be appointed by the Board at the next meeting to fulfill the unexpired term.
4. A quorum must be present, and a majority vote is required to elect. If there is more than one (1) candidate for any given office, voting shall be by written ballot.

Article X – DISSOLUTION

1. A vote to dissolve NDA may occur when the majority of members no longer wish to maintain the existence of NDA. The Board shall notify members via e-mail at least 10 days in advance of consideration to dissolve. The dissolution of NDA shall occur when a majority of members in good standing votes in favor of a motion of dissolution.
2. Distribution of Assets. Upon final dissolution of NDA, and surrender of the organization and name, and after all debts are fully paid, a distribution of the remaining funds and property of NDA shall be made to a non-profit or multiple non-profit organization(s) as designated by a majority of the membership present at the dissolution meeting.

Article XI – AMENDMENTS

These by-laws may be amended, revised, or altered either in whole or in part by a majority of the members present at a meeting in which a quorum is present. Proposed amendments shall be reviewed by the Board before being presented to the membership to insure consistency within the framework of these by-laws.

Article XII – Roberts Rules of Order shall be the Parliamentary Authority for conducting Club business meetings. A simplified publication of Robert's Rules may be adopted for use by the Club in conducting its business (e.g., "Robert's Rules of Order – Simplified" found at <https://assembly.cornell.edu>).