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**FLORIDA PROFIT/NON PROFIT CORPORATION  
BNI DOWNTOWN NETWORKERS, INC.**

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The undersigned, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, Florida Statutes Chapter 617, hereby adopt the following Articles of Incorporation.

**ARTICLES OF INCORPORATION  
OF  
BNI DOWNTOWN NETWORKERS, INC.**

**ARTICLE I  
CORPORATE NAME AND PRINCIPAL OFFICE**

The name of the corporation shall be BNI DOWNTOWN NETWORKERS, INC. The corporation's principal address shall be:

9955 Tamiami Trail North, Suite 4  
Naples, Florida 34108-1914

**ARTICLE II  
DURATION**

The term of existence of the corporation is perpetual. In the event of the dissolution of the corporation, all of its assets shall be distributed to one or more nonprofit entities pursuant to article IV with a purpose to benefit local children affiliated with serious illness, injury, or physical affliction.

**ARTICLE III  
PURPOSES**

The corporation is organized and shall be operated exclusively for the following purposes:

- A. To provide the environment, training, and support to build trusted relationships between businesses.
- B. To improving business conditions of various lines of business located in and around Collier County, Florida.
- C. Taking such other actions as may further the general purpose of the corporation.

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**ARTICLE IV**  
**NON-STOCK, NON-PROFIT**

The corporation is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida. No part of the assets or income of the corporation shall inure to the benefit of or be distributable to any of its directors or officers, but the corporation shall be authorized and empowered to reimburse such individuals for costs incurred in the operation of the corporation. All assets of the corporation are permanently dedicated for a Section 501(c)(6) purpose. If the corporation is dissolved, all assets will be distributed for an exempt purpose described in Section 501(c)(6), or corresponding sections of any future federal tax code.

**ARTICLE V**  
**POWERS**

The powers of the corporation shall be those required to achieve the purposes of the corporation as set forth in these Articles of Incorporation and shall include those powers specifically enumerated in the Bylaws of the corporation.

**ARTICLE VI**  
**TERM**

The term of the corporation shall be perpetual.

**ARTICLE VII**  
**BYLAWS**

The Bylaws of the corporation may be altered, amended, or rescinded in the manner provided therein.

**ARTICLE VIII**  
**DIRECTORS AND OFFICERS**

The affairs of the corporation will be administered by a Board of Directors consisting of the number of directors determined by the Bylaws, but not less than three (3) directors, and in the absence of such determination shall consist of three (3) directors. The election and discharge of the directors of the corporation shall be provided in the bylaws of the corporation.

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**ARTICLE IX**  
**INITIAL DIRECTORS**

The initial directors of the corporation shall be:

Alexandra Kane  
9955 Tamiami Trail North, Suite 4  
Naples, Florida 34108-1914

Claudia Leah  
5405 Taylor Road, Suite 19  
Naples, Florida 34109

Michael Clapperton  
9272 Cayman Drive  
Naples, Florida 34114

**ARTICLE X**  
**INITIAL OFFICERS**

The initial officers of the corporation shall be:

President: Alexandra Kane  
9955 Tamiami Trail North, Suite 4  
Naples, Florida 34108-1914

Vice President: Claudia Leah  
5405 Taylor Road, Suite 19  
Naples, Florida 34109

Secretary: Michael Clapperton  
9272 Cayman Drive  
Naples, Florida 34114

Treasurer: Michael Clapperton  
9272 Cayman Drive  
Naples, Florida 34114

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**ARTICLE XI**  
**INITIAL REGISTERED AGENT**

The initial registered agent at said address shall be: Alexandra Kane, Esq. The initial registered office of the corporation shall be at: 9955 Tamiami Trail North, Suite 4, Naples, Florida 34108-1914.

**ARTICLE XII**  
**INDEMNIFICATION**

To the fullest extent permitted by Florida law, the corporation shall indemnify and hold harmless every Director, officer, employee, and registered agent of the corporation against all expenses and liabilities, including attorney fees, actually and reasonably incurred by or imposed on him/her in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he/she may be a party because of his/her being or having been a Director or officer of the corporation. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his/her actions or omissions to act were material to the cause adjudicated and involved:

- A. Willful misconduct or a conscious disregard for the best interests of the corporation, in a proceeding by or in the right of the corporation to procure a judgment in its favor.
- B. A violation of criminal law, unless the Director or officer had no reasonable cause to believe his/her action was unlawful or had reasonable cause to believe his/her action was unlawful.
- C. A transaction from which the Director or officer derived an improper personal benefit.
- D. Wrongful conduct by directors or officers in a proceeding brought by or on behalf of the corporation.

**ARTICLE XIII**  
**AMENDMENTS**

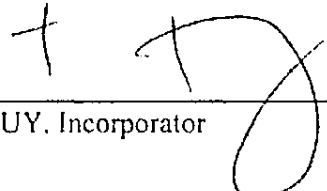
Amendments to these Articles may be proposed by a written resolution approved by 75% vote of the board of directors.

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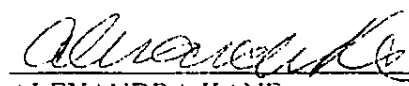
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WHEREFORE the incorporator has caused these presents to be executed this 16 day of January, 2025.

  
\_\_\_\_\_  
PETER HUY, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for BNI DOWNTOWN NETWORKERS, INC. a Florida corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping open said office.

  
\_\_\_\_\_  
ALEXANDRA KANE

File No. BA24-017

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