

ARTICLES OF INCORPORATION

of

CHARLOTTE COUNTY ECONOMIC DEVELOPMENT FOUNDATION, INC
A Corporation Not-for-Profit

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida applicable to corporations not for profit, and we do make and subscribe the following Articles of Incorporation:

ARTICLE ONE
NAME AND ADDRESS

The name of this corporation shall be CHARLOTTE COUNTY ECONOMIC DEVELOPMENT FOUNDATION, INC.

The address of the principal office of this corporation is 2702 Tamiami Trail, Port Charlotte, Florida, 33952, and its mailing address is 2702 Tamiami Trail, Port Charlotte, Florida, 33952.

ARTICLE TWO
PURPOSE

This is a not-for-profit corporation organized solely for general charitable and eleemosynary purposes pursuant to Chapter 617, Florida Statutes (1993).

(a) The specific and preliminary purposes for which this corporation is formed are as follows:

(1) To advance the economic, charitable, scientific, literary or educational general welfare and prosperity of Charlotte County, its citizens and its businesses;

(2) To implement, coordinate, sponsor, promote or execute such programs and special events as will further the aims and objectives of the Charlotte County Economic Development Council, Inc. which fall within the stated purposes of this corporation, regardless of whether such programs or special events were created by the Charlotte County Economic Development Council, Inc.;

(3) To promote the wise stewardship of funds and assets coming into the control of the corporation for such purposes;

(b) The general purposes for which this corporation is formed are to operate exclusively for such charitable, scientific, literary, or educational purposes as will qualify it as an exempt organization under Internal Revenue Code Section 501, subdivision (c)(3), including for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under the code.

(c) This corporation shall have and exercise all rights and powers conferred on corporations not for profit under the laws of the State of Florida which are in effect at the time of filing of the Articles of Incorporation and specifically those powers set forth in Chapter 617, Florida Statutes, (1993), provided, however, that this corporation is not empowered to engage in any activity which in itself is not in furtherance of its purposes as set forth in subparagraphs (a) and (b) of this Article Two. Additionally, this corporation shall have the power to purchase, lease, or otherwise acquire, improve, construct, own, hold, use, maintain, operate, exchange, encumber, sell, convey, or otherwise dispose of real and personal property of every kind, nature or description, as may be necessary or desirable to promote the primary purpose of this corporation; and to make and perform contracts of every kind for any lawful purpose without limit as to amount, with any

person, firm, association, corporation, municipality, state, government or municipal or political subdivision

(d) No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation, and on liquidation or dissolution, all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation or corporation organized and operated for charitable purposes as the board of trustees shall determine under Internal Revenue Code Section 501 subdivision (c)(3), or as the same may be amended

(e) This corporation shall not, as a substantial part of its activities, carry on propaganda, or otherwise attempt to influence legislation.

(f) This corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

(g) The corporation shall not engage in any act of self dealing as defined in Section 4941 subdivision (d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(h) The corporation shall not retain any excess business holdings as defined in Section 4943 subdivision (c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(i) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(j) The corporation shall not make any taxable expenditures as defined in Section 4945 subdivision (d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(k) The corporation shall distribute its income for each taxable 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 Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE THREE REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The registered office and the street address for the initial registered agent of the corporation is as follows: Batsel, McKinley, Ittersagen, Gunderson & Berntsson, P.A., 18401 Murdock Circle, Port Charlotte, Florida 33948 and the name of its initial registered agent at such address is: Robert H. Berntsson.

ARTICLE FOUR TERM OF CORPORATION

The term for which this corporation shall exist shall be perpetual or until the corporation shall be dissolved in accordance with the provisions of law.

ARTICLE FIVE MEMBERSHIP

The authorized number, qualifications, and manner of admission of members of this Corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, the liability of members for dues or assessments and the method of collection thereof, and the termination and

transfer of membership shall be as set forth in the Bylaws of this Corporation

ARTICLE SIX
SUBSCRIBERS TO CORPORATION

The names and residences of the subscribers to these Articles of Incorporation who are the incorporators are as follows

<u>NAME</u>	<u>ADDRESS</u>
Janet Jones	Barnett Bank 1785 McCall Road Englewood, Florida 34223
Peter Craig Taylor	Taylor Contractors of Florida 315 East Olympia Avenue Punta Gorda, Florida 33950
Gale West	Bon Secours-St. Joseph Hospital 2500 Harbor Boulevard Port Charlotte, Florida 33952
Kay Hamlin	Sun Bank/Gulf Coast 2000 Rio de Janeiro Drive Punta Gorda, Florida 33983
Bill Bates	Dufresne-Henry, Inc. 630 Woodbury Drive Port Charlotte, Florida 33954
Bill Wishard	Florida Power & Light 272 East Virginia Avenue Punta Gorda, Florida 33950

ARTICLE SEVEN
BOARD OF DIRECTORS

The affairs of the corporation are to be managed by a Board of Directors comprised of not less than three individuals who shall be elected in such a manner and for such a term as shall be provided in the Bylaws. The Board of Directors annually shall elect from among the membership of said Board a President, President-Elect, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as shall be established and provided for in the Bylaws.

ARTICLE EIGHT
ELECTION OF EXECUTIVE COMMITTEE

The Board of Directors shall have authority to elect from among its membership an executive committee, the number of members of which shall be prescribed in the Bylaws, and which shall, to the extent provided by the Bylaws, transact the business of the corporation between meetings of the Board of Directors.

ARTICLE NINE
NAMES OF OFFICERS

The names of the officers who shall serve until the first election pursuant to these Articles of

Incorporation are the following

President	Janet Jones
President-Elect	Peter Craig Taylor
Vice President	Gale West
Secretary	Kay Hamlin
Treasurer	Bill Bates

ARTICLE TEN NUMBER CONSTITUTING THE FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be six, and the names and residences of the person who shall serve as directors until the first election hereunder are the following:

Janet Jones	Barnett Bank 1785 McCall Road Englewood, Florida 34223
Peter Craig Taylor	Taylor Contractors of Florida 315 East Olympia Avenue Punta Gorda, Florida 33950
Gale West	Bon Secours-St. Joseph Hospital 2500 Harbor Boulevard Port Charlotte, Florida 33952
Kay Hamlin	Sun Bank/Gulf Coast 2000 Rio de Janeiro Drive Punta Gorda, Florida 33983
Bill Bates	Dufresne-Henry, Inc. 630 Woodbury Drive Port Charlotte, Florida 33954
Bill Wishard	Florida Power & Light 272 East Virginia Avenue Punta Gorda, Florida 33950

ARTICLE ELEVEN BYLAWS

The Board of Directors shall have the power to make, adopt, alter, amend and rescind the Bylaws of the corporation.

ARTICLE TWELVE AMENDMENTS

The Board of Directors of this corporation have the power to adopt amendments to these Articles of Incorporation by a majority vote of the directors then in office subject, however, to the statutory requirement for approval by and filing with the Secretary of the State of Florida.

ARTICLE THIRTEEN
DISTRIBUTION OF ASSETS ON DISSOLUTION

This corporation is one which does not contemplate pecuniary gain or profit to the members thereof and it is organized solely for non-profit purposes. On the winding up and dissolution of this corporation, after payment of or adequate provision for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable and/or scientific purposes and which has established charitable and/or scientific purposes and which has established its tax-exempt status under Section 501, Subdivision (c)(3) of the Internal Revenue Code. If this corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Circuit Court of the county in which this corporation's principal office is located, on petition therefore by any one of the last Board of Directors.

We, the undersigned, constituting the incorporators of this corporation, and including all the persons named herein as the subscribers, for the purpose of forming this non-profit charitable and eleemosynary corporation under the laws of the State of Florida have executed these Articles of Incorporation this 11 day of November, 1995.

Janet Jones
Janet Jones

Peter Craig Taylor
Peter Craig Taylor

Gale West
Gale West

Kay Hamlin
Kay Hamlin

Bill Bates
Bill Bates

Bill Wishard
Bill Wishard

STATE OF FLORIDA
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 11 day of November, 1995 by Janet Jones, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.



DEPT. OF REVENUE
My Comm. Exp. 9/09/96
Issued By Service Inc.
No. 00725661
Hollywood, FL 33020

[Signature]
NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 11 day of November, 1995 by Peter Craig Taylor, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.



DEPT. OF REVENUE
My Comm. Exp. 9/09/96
Issued By Service Inc.
No. 00725661
Hollywood, FL 33020

[Signature]
NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this ____ day of _____, 1995 by Gale West, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.

STATE OF FLORIDA
COUNTY OF CHARLOTTE



My Comm. Exp. 9/09/96
Bonded By Service Ins.
No. 0000000000
My Comm. No. 11200000

NOTARY PUBLIC

The foregoing instrument was acknowledged before me this ____ day of _____, 1995 by Kay Hamlin, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.

STATE OF FLORIDA
COUNTY OF CHARLOTTE



My Comm. Exp. 9/09/96
Bonded By Service Ins.
No. 0000000000
My Comm. No. 11200000

NOTARY PUBLIC

The foregoing instrument was acknowledged before me this ____ day of _____, 1995 by Bill Bates, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.

STATE OF FLORIDA
COUNTY OF CHARLOTTE



My Comm. Exp. 9/09/96
Bonded By Service Ins.
No. 0000000000
My Comm. No. 11200000

NOTARY PUBLIC

The foregoing instrument was acknowledged before me this ____ day of _____, 1995 by Bill Wishard, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.

NOTARY PUBLIC



My Comm. Exp. 9/09/96
Bonded By Service Ins.
No. 0000000000
My Comm. No. 11200000

CERTIFICATION
DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

FILED
95 MAR 21 11 7:30
CLERK

Pursuant to Chapter 48 091, Florida Statutes, the following is submitted in compliance with said Act:

First That Charlotte County Economic Development Foundation, Inc., desiring to organized under the laws of the State of Florida, with its principal office, as indicated in the Certificate of Incorporation, at City of Port Charlotte, County of Charlotte, State of Florida, named:

Robert H. Bernisson

located at Batsel, McKinley, Ittersagen, Gunderson & Bernisson, P.A., 18401 Murdock Circle, City of Port Charlotte, County of Charlotte, State of Florida, as its agent to accept service of process within this state.

CHARLOTTE COUNTY ECONOMIC
DEVELOPMENT FOUNDATION, INC.,
a Florida not-for-profit
corporation,

BY: Janet Jones
Janet Jones, as its President

ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Robert H. Bernisson
Robert H. Bernisson, Registered Agent