

N95000002961

TRANSMITTAL LETTER

Nicole GAVE

AUTHORIZATION BY PHONE TO

CORRECT Article IX

DATE 6-21-95

DOC. EXAM. D. Farmer

Department of State
Division of Corporations
P. O. Box 8327
Tallahassee, FL 32314

SUBJECT: Southwest Florida Regional Development Corporation
(Proposed corporate name - must include suffix)

600001516526
-06/19/95--01042--005
****131.25 ****131.25

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

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: Wayne E. Daltrey
Name (Printed or typed)
4980 Bayline Drive Fourth Floor
Address
North Fort Myers, FL 33917
City, State & Zip
941/656-7720
Daytime Telephone number

NPE
6-21-95

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION OF
SOUTHWEST FLORIDA REGIONAL DEVELOPMENT CORPORATION**

(A Corporation Not-for-Profit)

We, the undersigned, for the purposes of forming a corporation not for profit under the Laws of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME AND OFFICE

The name of this corporation shall be SOUTHWEST FLORIDA REGIONAL DEVELOPMENT CORPORATION. Its principal office shall be in unincorporated North Fort Myers, County of Lee and State of Florida.

ARTICLE II - CORPORATION PURPOSE

This corporation is organized and chartered for the purpose of furthering the economic development and social welfare of the following six (6) counties in Southwest Florida: Charlotte, Collier, Glades, Hendry, Lee and Sarasota, and promoting and assisting the growth and development of business concerns, including small-business concerns, in said areas. The primary objective of this corporation shall be to benefit the area as measured by increased employment opportunities and expansion of business and industry for citizens of the area, without pecuniary profit to the individual members of said corporation, and conducting such other activities as shall be necessary or desirable to further the purpose of the corporation, so long as such activities are permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future Internal Revenue Code).

ARTICLE III - POWERS

The corporation is authorized and empowered to do all things necessary to carry on and accomplish the purpose for which it is organized and chartered, including authority and power:

To enter into, make and perform contracts of every kind and description.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To lend to any person, firm or corporation any of its funds, either with or without security; however, any funds that the corporation lends from the proceeds of a debenture sale, which are guaranteed by the U.S. Small Business Administration, shall be secured with proper security as required by the U.S. Small Business Administration.

To transfer membership.

To promote and assist the growth and development of small business concerns and others.

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to the amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, real and personal property of every class and description.

To acquire, construct, convert, or expand plant facilities for lease or sale.

To have and exercise all powers incidental to the foregoing purposes, and to engage in any lawful activity permitted under the laws of the State of Florida.

ARTICLE IV - LIMITATIONS

The corporation shall neither have nor issue any stock. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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.

Any monetary or other benefits which flow to members shall be incidental to the corporation and members. No substantial part of the activities of the corporation shall be for the purpose of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements).

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activity not permitted to be carried on by: (a) a corporation exempt from federal income tax under Sub-Section 501(c)(4) of the Internal Revenue Code of 1954 (or the corresponding provision of any United States Internal Revenue law); or (b) a corporation, contributions to which are deductible under Sub-Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law).

ARTICLE V - DISSOLUTION

Upon the dissolution of the corporation, no member or private person, corporate or individual, or other private interest, shall be entitled to any distribution or division of its

remaining funds and other property and rights and interests in property. The balance thereof, after the payment of all debts and liabilities of the corporation of whatsoever kind and nature, (including the payment of loans and contributions, the repayment of which has been authorized in its certificate of incorporation or reincorporation) shall be distributed to the Southwest Florida Regional Planning Council or its successor agency if one is in existence, if not then to one or more counties, cities, within the territory set forth herein as the territory in which its operations are principally to be conducted, for furtherance of the purposes set forth in Article II, or to such other organization as shall qualify under Section 501(c)(4) of the Internal Revenue Code of 1954, as amended, as shall be provided by the corporation.

ARTICLE VI - MEMBERSHIP

Section 1. Qualification for Membership. Members of this corporation shall be persons who have evidenced concern and interest in its purposes and have also evidenced in their business, professional or public occupations, or in their activity in organizations related to the purpose of this corporation, characteristics of leadership and dedication towards stimulating the economic development of the following six (6) counties: Charlotte, Collier, Glades, Hendry, Lee, and Sarasota, in the area of promoting and assisting the growth and development of business concerns.

Members must, however, represent one of the four categories of membership that follows: government; private-sector lending institutions; community organizations, including public education; or business organizations.

Section 2. Initial Members. The initial members of this corporation shall be as follows:

1. John Albion
2. Dick Blackwell
3. William Blevins

4. Charles Brown
5. Richard Emch
6. Frank Flannery
7. Joe Flint
8. Deborah Gestner
9. Julio Gonzalez
10. Robert Guldidas
11. Ron Hamel
12. Barbara Hartman
13. Jack Humphrey
14. David Hunt
15. Thomas Kelly
16. Marilyn King
17. Robert Kleckner
18. Thomas Knapko
19. Michael Kozak
20. John Kremski
21. William Little
22. Thomas Martin
23. Bettye Matthews
24. Greg Mihalic
25. David Mills
26. Al Neuman
27. Dan Regelski
28. Kurt Reiber
29. Jock Robertson
30. Larry Rouse
31. Regina Smith
32. Doug Voris
33. Robert Williams
34. Millard Younkers, Jr.
35. Michael Youssef

The President of the corporation, at the initial meeting of its members, may submit a list of nine (9) additional people to be members of the corporation. Each name so submitted must be approved by a majority of the initial members of the corporation.

Section 3. Number. The number of members at any time shall never be less than twenty-five (25). At least two must be from each county, provided each county has two persons who are available and willing to participate. The membership must be fairly representative of the four categories listed in Article VI, Section 1.

Section 4. Termination of Membership. All members shall continue to be members until membership is terminated as specified in the Articles of Incorporation or By-laws or by death or resignation.

Section 5. Additional Members. New or additional members of this corporation shall be admitted to membership in this corporation by a majority vote of all the members at any meeting of the members. When a member resigns or his term of membership expires, the President of the corporation shall nominate a replacement. The President can, if he chooses, designate this function to a nominating committee. Nothing in these Articles of Incorporation shall preclude any member from serving consecutive terms.

ARTICLE VII - TERM

This corporation shall have perpetual existence.

ARTICLE VIII - ADDRESS

The post office address of the principal office of the corporation is P.O. Box 3455, North Fort Myers, Florida 33918-3455. The street address is 4980 Bayline Drive, North Fort Myers, Florida 33917.

ARTICLE IX - RESIDENT AGENT

The name and street address of the initial registered resident agent of this corporation, to whom service of process may be made, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Wayne E. Daltry	4980 Bayline Drive, FOURTH FLOOR North Fort Myers, Florida, 33917

ARTICLE X - OFFICERS

The day-to-day affairs of this corporation shall be administered by a President, Vice-President and Secretary-Treasurer, and such other officers as may be provided in the By-laws. They shall be chosen annually by the Board of Directors of the corporation at its annual meeting and shall serve until their successors are appointed and qualified.

ARTICLE XI - DIRECTORS

The corporation shall be managed and its policies established by a Board of Directors composed of at least nine (9) members.

ARTICLE XII - BY-LAWS

The By-laws of this corporation shall be adopted by the initial subscribers named in these Articles of Incorporation and may thereafter be amended, altered, rescinded and new By-laws adopted by the membership.

ARTICLE XIII - AMENDMENTS

Amendments to the Articles of Incorporation may be proposed by any member of the Board of Directors and may be adopted by the affirmative vote of a majority of the members present at any given meeting.

IN WITNESS WHEREOF, the undersigned Incorporator/Registered Agent has executed these Articles of Incorporation, this 14th day of June, 1995.

These Articles of Incorporation were duly adopted by the membership and are the Articles of Incorporation of the Southwest Florida Regional Development Corporation.

Wayne E. Daltry

Typed Name of Incorporator/Registered Agent

Wayne E. Daltry
Signature of Incorporator/Registered Agent

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Southwest Florida Regional Development
(must include suffix)
Corporation

2. The name and address of the registered agent and office is:

Wayne E. Daltrey
(Name)
4980 Bayline Drive Fourth Floor
(Street address - P. O. Box not acceptable)
North Fort Myers, FL 33917
(City/State/Zip)

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 this 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.

Wayne E. Daltrey
(Signature)

5-15-95
(Date)