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OFFICE USE ONLY (Document #)

Screenly Club of Naples, Inc.
(Requestor's Name)
17525 G.R. 951, Suite 107
(Address)
Naples FL 33999
(City, State, Zip) (Phone #)

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*Need acceptance
of Registered Agent*

96 APR 22 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

B. REGISTER APR 24 1996

Examiner's Initials

Articles of Incorporation of
The Serenity Club of Naples, Inc.
a Florida Nonprofit Corporation

ARTICLE I
CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of this corporation is The Serenity Club of Naples, Inc.
The principal office and mailing address of this corporation are:

The Serenity Club of Naples, Inc.
1725 C.R. 951, Ste. 107
Naples, FL 33999

ARTICLE II
CORPORATE NATURE

This is a nonprofit corporation, organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III
DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV
GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

- A. For the advancement of charitable purposes by the distribution of its funds for such purposes.
- B. To provide a physical structure to house meetings of Alcoholics Anonymous groups, club members (and their families), and various club social activities.
- C. To operate exclusively in any other manner for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

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ARTICLE V
AUTHORIZED MEMBERSHIP CERTIFICATES

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A This corporation shall be authorized to issue membership certificates

B All membership certificates issued by the corporation shall contain a statement on the face of it that it is a nonprofit corporation. If such certificates are restricted as to their sale or purchase, said certificates shall bear a legend stating that such certificates are restricted in the manner described in the bylaws or any agreement between the members, and that a copy of such bylaws or agreement shall be provided to all members.

C Except as otherwise prescribed by Florida law, each certificate shall entitle the holder thereof to one vote.

ARTICLE VI
MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of seven persons. However, the number of Directors may be changed by a bylaw duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members; at which time an election shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at The Serenity Club at 2:00 p.m. on the first Sunday in November, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by a Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the bylaws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

B. Corporate Officers. The membership shall elect the following officers: President, Vice President, Secretary, Treasurer, and such other officers as the bylaws of this corporation may authorize the members to elect from time to time. Initially, such officers shall be elected at the first annual meeting.

ARTICLE VII EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, 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.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried out on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or any corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX MEMBERSHIP

Qualification for membership and manner of admission shall be regulated by the bylaws.

ARTICLE X
SUBSCRIBERS

26 APR 22 AM 9:25

The names and resident addresses of the Subscribers of this corporation are as follows:

Name	Address
Jerry D. Eddleman	5625 18th Avenue S.W., Naples, FL 33999
Jeff Osbron	2080 17th Street S.W., Naples, FL 33964

ARTICLE XI
AMENDMENT OF THE BYLAWS

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, by procedure set forth in the bylaws.

ARTICLE XII
DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to the charitable purposes of Articles II and IV, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XIII
REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be: 1725 C.R. 951, Ste. 107, Naples, FL 33999 and the name of its registered agent at said address shall be Jerry D. Eddleman.

ARTICLE XIV
AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the bylaws of this corporation.

We, the undersigned, being the Subscribers and Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 13th day of April, 1996.

WITNESSED BY:

James W. Giten
Deborah A. Eddleman

Jerry D. Eddleman
Subscriber and accepting as registered agent
Jeff Osbron
Subscriber