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7-29-96

Date

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

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-08/06/96--01079--017  
\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: Cape Coral Quilters' Guild, Inc.

Enclosed is an original and one copy of the articles of incorporation and a check for \$122.50 for Filing Fee and Certified Copy. We are also enclosing a copy of bylaws.

*Lorraine Davenport*

FROM: Lorraine Davenport  
1453 Wellington Court  
Cape Coral, FL 33904  
(941) 540-2522

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STATE  
TALLAHASSEE

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ARTICLES OF INCORPORATION OF  
CAPE CORAL QUILTER'S GUILD, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation shall be Cape Coral Quilter's Guild, Inc. The principal address of the corporation at the time of incorporation is 1453 Wellington Court, Cape Coral, Florida 33904, City of Cape Coral, County of Lee, Florida.

ARTICLE II - DURATION

The duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence on the date these articles of incorporation are filed by the Department of State.

ARTICLE III - PURPOSE

(A) The object (purpose) of this organization shall be to promote and preserve the art of quilting through an ongoing program of education and to foster interaction and friendship among quilters.

(B) This corporation is formed and shall be operated exclusively for pleasure and other nonprofit purposes. No part of any net earnings shall inure to the benefit of any member, trustee, or officer of the corporation except as provided by law.

(C) This corporation shall have and exercise all powers conferred upon not for profit corporations under the laws of the State of Florida generally, specifically as provided in Section 617.021 of the Florida Not For Profit Corporation Act, provided, however, that this corporation has no power to engage in any activity that in itself is not in furtherance of its purposes as set forth in subparagraphs (A) through (C) of this Article III.

ARTICLES IV - QUALIFICATION AND ADMISSION OF MEMBERS

Any person, regardless of race, color, creed, sex, or national origin may become of member of this Guild upon registration and payment of dues. The voting rights and privileges of members, the liability of members for dues and/or assessments and the method of collection thereof shall be as set forth in the bylaws of this corporation.

ARTICLE V - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's initial registered office is 1453 Wellington Court, Cape Coral, Florida 33904. The name of the corporation's initial registered agent at such address is Lorraine Davenport.

ARTICLE VI - BOARD OF DIRECTORS

The following persons shall serve the corporation as directors.

<u>NAME</u>	<u>ADDRESS</u>
Lorraine Davenport	1453 Wellington Court Cape Coral, FL 33904
Felicia Gerhart	1201 SW Eldorado Parkway Cape Coral, FL 33914
Connie Riggins	1126 Lucerne Avenue Cape Coral, FL 33904
Bette Lithgow	412 SW 38th Terrace Cape Coral, FL 33914

ARTICLE VII - BASIS UNDER WHICH CORPORATION ORGANIZED

This corporation is organized under a non-stock basis.

The corporation is a not for profit corporation as defined by the Not For Profit Corporation Act in Section 617.01 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and its net earnings nor any part thereof is distributable to, its members, directors, officers, or other private persons except as specifically permitted under the provisions of the Florida Not For Profit Corporation Act.

ARTICLE VIII - 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 four (4) directors. The number of directors provided for in these Articles of Incorporation may be changed by an amendment to the bylaws adopted by the members entitled to votes, as provided in the bylaws.

(B) Election of Directors. The method of electing the directors are set forth in the bylaws.

(C) Elective Officers. The officers of this corporation shall be a President Vice-President, Secretary, and Treasurer Other offices and officers may be established or appointed by the members of this corporation at any regular annual meeting or any special meeting of members called for such purpose. The qualifications, the time and manner of electing or appointing, the duties of, and the term of office are set forth in the bylaws.

#### ARTICLE IX - INCORPORATORS

The name and address of each incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lorraine Davenport	1453 Wellington Court Cape Coral, FL 33904
Felicia Gerhart	1201 SW Eldorado Parkway Cape Coral, FL 33914
Connie Riggins	1126 Lucerne Avenue Cape Coral, FL 33904
Bette Lithgow	412 SW 38th Terrace Cape Coral, FL 33914

#### ARTICLE X - INCOME FROM PUBLIC EVENTS

If this corporation holds any events in which members of the general public are invited to participate for a fee, the net proceeds, if any, attributable to such participation by nonmembers will be paid over to an organization that is exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986 on an annual basis, unless this corporation itself is a tax exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1986.

#### ARTICLE XI - BYLAWS

Bylaws were adopted at the first meeting of the board of directors. Such bylaws may be amended, repealed, in whole or in part, by the members in the manner provided in the bylaws. Any amendments to the bylaws shall be binding on all members of this corporation.

#### ARTICLE XII - AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be proposed by the resolution adopted by the board of directors and presented to a quorum of the voting members for their vote. Amendments may be adopted by a

vote of at least two-thirds of a majority of the voting members of the corporation.

#### ARTICLE XIII - DISTRIBUTION ON DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c) (3) or 170(c) (2) of the Internal Revenue Code of 1986 or corresponding sections of such code as subsequently amended, or to the federal, state, or local government to be used exclusively for public purposes as stated in the bylaws.

#### ARTICLE XIV - UNINCORPORATED NAME

The name of the unincorporated association that is being incorporated is Cape Coral Quilter's Guild.

In witness whereof, the undersigned incorporators have executed these articles of incorporation on July 29, 1996.

Lorraine Davenport  
Lorraine Davenport

Felicia Gerhart  
Felicia Gerhart

Connie Riggins  
Connie Riggins

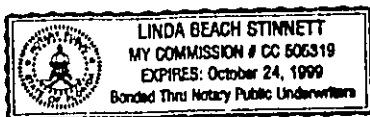
Bette Lithgow  
Bette Lithgow

STATE OF FLORIDA  
COUNTY OF Lee

I, Linda Beach Stinnett, a Notary Public, do hereby certify that on the 22 day of July, 1996, personally appeared before Lorraine Davenport, who, being by me first duly sworn, declared that she is the person who signed the forgoing document as an incorporator and that the statements therein contained are true.

Linda Beach Stinnett  
Notary Public

My commission expires:



State of Florida  
County of LEE

I, Dianne Reeder, a Notary Public, do hereby certify that on the 29 day of July, 1996, personally appeared before Felicia Gerhart, who, being by me first duly sworn, declared that she is the person who signed the forgoing document as an incorporator and that the statements therein contained are true.

Dianne Reeder  
Notary Public

My commission expires: 11/14/97



"OFFICIAL SEAL"  
Dianne Reeder  
My Commission Expires 11/14/97  
Commission #CC 330059

State of NY

County of Orange

I, Patricia A. Wiener, a Notary Public, do hereby certify that on the 12th day of JUNE, 1996, personally appeared before Connie Riggins, who being by me first duly sworn, declared that she is the person who signed the foregoing document as an incorporator and that the statements therein contained are true.

Patricia A. Wiener  
Notary Public

My commission expires:

PATRICIA A. WIENER  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires Aug. 7, 1997

State of Florida

County of Lee

I, Linda Beach Stinnett, a Notary Public, do hereby certify that on the 22 day of July, 1996, personally appeared before Bette Lithgow, who being by me first duly sworn declared that she is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true.

Linda Beach Stinnett  
Notary Public

My commission expires:



CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

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

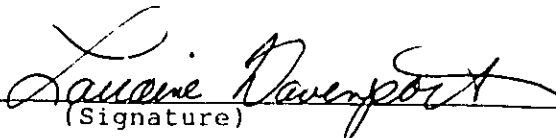
1. The name of the corporation is:

Cape Coral Quilter's Guild, Inc.

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

Lorraine Davenport  
1453 Wellington Court  
Cape Coral, Florida 33904

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.

  
(Signature)

7-22-96  
(Date)