

DAVID E. LEIGH
ATTORNEY-AT-LAW
CERTIFIED CIVIL AND FAMILY
LAW MEDIATOR
CERTIFIED ARBITRATOR

THE TRIANON CENTRE
3777 TAMiami TRAIL NORTH
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NAPLES, FLORIDA 34103

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N98000002155

April 9, 1998

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Post Office Box 6327
Tallahassee, FL 32399

600002486336-1
-04/13/98-01049-012
****122.50 ****122.50

RE: The Red Ribbon Coalition of Collier County, Inc.

Dear Reader:

Enclosed please find Articles of Incorporation and Acceptance of Registered Agent regarding the above-referenced corporation. Upon receipt of same, kindly file in your normal manner. Our check in the amount of \$122.50 is enclosed to cover your fee for same.

If you should have any questions or comments, please do not hesitate to contact this office.

Thank you for your attention and consideration.

Very truly yours,

Karen Leeper
Secretary to David E. Leigh

/enclosures

Karen
GAVE
AUTHORIZATION BY PHONE TO
CORRECT PRIN. ADDRESS
DATE 4/15/98
DOC. EXAM *ke*

FILED
98 APR 13 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ne 4/15/98

ARTICLES OF INCORPORATION
OF
THE RED RIBBON COALITION OF COLLIER COUNTY, INC.

A FLORIDA CORPORATION NOT FOR PROFIT

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this corporation is THE RED RIBBON COALITION OF COLLIER COUNTY, INC.

ARTICLE II

Enabling Law

This corporation is organized pursuant to the Corporations Not For Profit law of the State of Florida, set forth in Part One of Chapter 617 of the Florida Statutes.

ARTICLE III

Purposes

1. The purposes for which this corporation is formed are as follows:

(a) This corporation is organized exclusively for charitable, religious, educational and scientific purposes, as such terms are defined under section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or any successor provision of any future United States Internal Revenue laws, including for the purposes of making distributions to organizations which qualify as exempt organizations under section 501(c)(3) of the Code, or any successor provisions of any future United States Internal Revenue laws, for the time being exclusively for a public purpose.

(b) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the corporation shall consist of the carrying of propaganda, or otherwise participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of in opposition to any candidate of public office. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on

(1) by a corporation exempt from Federal income taxation under section 501(c)(3) of the Code, or any successor provision of any future United States Internal Revenue laws, or (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or any successor provision of any future United States Internal Revenue laws.

2. To promote the general purposes described above, the following specific purposes are established:

(a) To bring together concerned citizens and organizations of Collier County who are dedicated to the prevention, treatment and recovery process for a drug-free community.

(b) To develop a proactive process which empowers individuals and systems to meet the challenges of a drug-free lifestyle by creating and reinforcing conditions that promote healthy behaviors and lifestyles

(c) To develop a county wide plan for more effectively preventing drug use or abuse in individuals and communities.

(d) To encourage the initiation of and support of ongoing interagency cooperation and collaboration in addressing the issues of drug-free individuals and communities.

(e) To help integrate and enhance new and existing systems and resources into a community framework that is supportive of drug-free individuals and communities.

ARTICLE IV

Term

This corporation shall have a perpetual existence.

ARTICLE V

Incorporators

The name and addresses of the subscribers to these Articles of Incorporation are as follows:

Regina Wagstaff
David Lawrence Center
2806 South Horseshoe Drive
Naples, Florida 34104

Robert Troesch
Catholic Charities of Collier County
2210 Santa Barbara Blvd.
Naples, Florida 34116

Frank Mattera
Collier County Health Department
3301 East Tamiami Trail
Naples, Florida 34112

ARTICLE VI

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 and 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 VII

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 three (3) directors initially. After the initial incorporation process, the number of Directors and the manner of election of Directors shall be determined by the By-laws.

The names and addresses of the persons constituting the first Board of Directors who are to act in that capacity until the selection of their successors are:

Regina Wagstaff
David Lawrence Center
2806 South Horseshoe Drive
Naples, Florida 34104

Robert Troesch
Catholic Charities of Collier County
2210 Santa Barbara Blvd.
Naples, Florida 34116

Frank Mattera
Collier County Health Department
3301 East Tamiami Trail
Naples, Florida 34112

(b) 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 Board of Directors of this corporation at any regular annual meeting. The qualifications, the time and manner of electing or

appointing, the duties of, the terms of office, and the manner of removing Officers shall be set forth in the Bylaws.

The Officers who are to serve until the first election of Officers under the Articles of Incorporation:

President:	Regina Wagstaff
Vice-President:	Robert Troesch
Treasurer:	Frank Mattera
Secretary:	Rebecca Meeds

ARTICLE VIII

Restrictions and Limitations on Powers

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any director or officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting on or more of its purposes), and no director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate in public office.

(a) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The corporation shall not engage in any act of self-dealing as defined by Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(c) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) The corporation shall not make any investments in such manner as to subject it to tax under Sections 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(f) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

(g) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all 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 the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

Location of Registered Office; Identification of Registered Agent

(a) The address of this corporation's initial registered office in the State of Florida is: 2806 South Horseshoe Drive, Naples, Florida 34104. This is also the Principal office address.

(b) The name of this corporation's initial registered agent at the above address is: Regina Wagstaff.

ARTICLE X

Bylaws

Bylaws will be hereinafter adopted at the first meeting of the Board of Directors. Such Bylaws may be amended or repealed in whole or in part, by the Directors in the manner provided therein. Any amendments to the Bylaws shall be binding on all members of this corporation.

ARTICLE XI

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. Amendments may be adopted by a majority of members of the corporation.

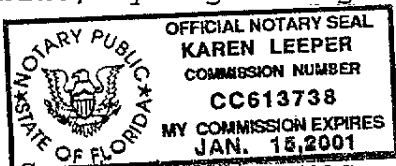
Dated: April 8, 1998

Regina Wagstaff
Regina Wagstaff

Robert Troesch
Robert Troesch

Frank Mattera
Frank Mattera

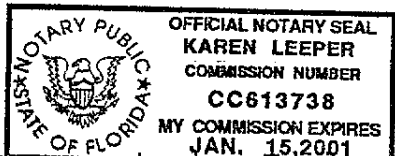
SWORN TO and subscribed before me, a duly authorized Notary Public, by Regina Wagstaff, on this 8th day of April 1998.



My Commission Expires:

Karen Leeper
Notary Public

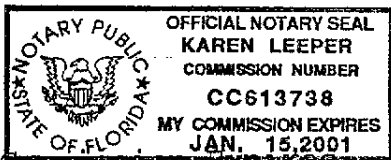
SWORN TO and subscribed before me, a duly authorized Notary Public, by Robert Troesch, on this 8th day of April 1998.



My Commission Expires:

Karen Leeper
Notary Public

SWORN TO and subscribed before me, a duly authorized Notary Public, by Frank Mattera, on this 8th day of April 1998.



My Commission Expires:

Karen Leeper
Notary Public

ACCEPTANCE BY REGISTERED AGENT

Having been designated in the foregoing Articles of Incorporation as the Registered Agent of the above-named corporation to accept service of process for said corporation, at the place designated as the Registered Office, I hereby accept such designation and agree to act in such capacity and to comply with the provisions of the Florida General Corporation Act in all respects.

Dated this 9th day of April 1998.

Regina Wagstaff
REGINA WAGSTAFF

FILED

98 APR 13 AM 10:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA