

N98000007356



ACCOUNT NO. : 072100000032

REFERENCE : 082994 80670A

AUTHORIZATION *Patricia Pizut*

COST LIMIT : \$ 78.75

ORDER DATE : December 30, 1998

ORDER TIME : 10:33 AM

ORDER NO. : 082994-005

CUSTOMER NO: 80670A

CUSTOMER: Mr. Pieter G. Van Dien
CARDILLO KEITH & BONAQUIST
CARDILLO KEITH & BONAQUIST
3550 E. Tamiami Trail

600002726366--8

Naples, FL 34112

DOMESTIC FILING

NAME: BEAU VENTURI HOME, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 30 PM 2:26

JR
12/30/98
RECEIVED
DIVISION OF CORPORATIONS
930 DECEMBER 30 AM 11:50

ARTICLES OF INCORPORATION

FOR

Beau Venturi Home, Inc.

(a Florida Nonprofit Corporation)

FILED
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The undersigned person(s), acting as incorporator(s) of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt(s) the following Articles of Incorporation for the corporation:

ARTICLE I

Corporate Name, Principal Office and Mailing Address

The name of this corporation is Beau Venturi Home, Inc.

The principal office of this corporation is: 11 Eagle Creek Drive, Naples, Florida 34113.

The mailing address of this corporation is same.

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 corporation is a not for profit corporation. The purposes for which the corporation is organized are as follows:

A. The specific and primary purposes for which this corporation is formed are to operate for the advancement of charity and for other charitable purposes, by the distribution of its funds for those purposes, and particularly to raise funds for the construction and maintenance of a shelter for abused women and children.

B. The general purposes for which this corporation is formed are to operate exclusively for charitable purposes which will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

C. This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE V

Membership

The corporation shall have a membership distinct from the Board of Directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues and assessments, if any, and the method of collecting dues and assessments shall be as regulated in the bylaws.

ARTICLE VI

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 not less than three (3) persons and not more than fifteen (15), provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of the members at which time an election of Directors shall be held as provided for in the By-Laws.

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 the office. Annual meetings shall be held at 11 Eagle Creek Drive, Naples, Florida 34113 on December 1 of each year at 9:00 a.m., 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 one member of the 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 By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

| <u>Name</u> | <u>Address</u> |
|----------------|--|
| John Siemers | 780 Waterford Drive Naples, Florida 34113 |
| Adelaide Pence | Dunn Foire 530 S. Collier, No. 802 Marco Island, Florida 34145 |
| Marilyn Green | 154 Cypress View Drive Naples, Florida 34113 |
| Rose Kniffen | 351 Cottage Place Marco Island, Florida 34145 |
| Maxine Goodall | 752 Eagle Creek Drive Naples, Florida 34113 |

ARTICLE VII

Officers

The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

| <u>Name</u> | <u>Address</u> |
|--------------------------|--|
| President: Josette Black | 749 Eagle Creek Drive Naples, Florida 34113 |

Vice-President: Shirley Valestin

173 Cypress View Drive
Naples, Florida 34113

Secretary: Victor White

476 Crestwood Lane
Naples, Florida 34113

Treasurer: Lyle Scharenberg

60 Cypress View Drive
Naples, Florida 34113

ARTICLE VIII

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 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 IX

Distribution of Assets

Upon dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation or corporation, as the Board of Directors shall determine, which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws. 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 X

Incorporator(s)

The names and residence addresses of the Incorporator(s) of this corporation are as follows:

| <u>Name</u> | <u>Address</u> |
|---------------|---|
| W. Paul Flynn | 770 Waterford Drive, No. 203 Naples, Florida 34113 |

ARTICLE XI

Amendment of By-laws

Subject to the limitations contained in the By-Laws, 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 the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE XII

Dedication of Assets

The property of this corporation is irrevocably dedicated to charitable purposes. 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 3550 East Tamiami Trail, Naples, Florida 34112 and the name of its registered agent at said address shall be Pieter Van Dien, Esq.

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 By-Laws of this corporation.

I, the undersigned, being the Subscriber and Incorporator 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 29th day of December, 1998.

WITNESSED BY:

Carol A. Beazer
Print Name: CAROL A. BEAZER

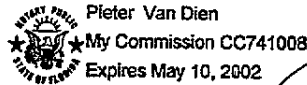
W. Paul Flynn
W. Paul Flynn

Elaine M. Dorado
Print Name: Elaine M. Dorado

STATE OF FLORIDA,
COUNTY OF COLLIER,

Before me, the undersigned Notary Public, personally appeared W. Paul Flynn, who is personally known to me or who provided N/A as identification and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.


Subscribed and sworn to before me on this 29th day of December, 1998.



NOTARY PUBLIC
My Commission Expires
(SEAL)

Pieter Van Dien

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.


Pieter Van Dien, Esq., Registered Agent

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