

Woodward, Pires & Lombardo, P.A.

ATTORNEYS-AT-LAW

199000004367

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BURT L. SAUNDERS
OF COUNSEL

*(BOARD CERTIFIED REAL ESTATE ATTORNEY)

**(BOARD CERTIFIED IN CITY, COUNTY, & LOCAL
GOVERNMENT)

July 13, 1999

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****122.50 *****78.75

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: **TOURISM ALLIANCE OF COLLIER COUNTY, INC.**

Dear Sirs:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above referenced corporation and a check in the amount of \$122.50 to cover the following fees:

1.	Filing Fee	\$35.00
2.	Certified Copy	\$52.50
3.	Registered Agent Designation	\$35.00

Thank you.

Sincerely yours,



Craig R. Woodward

CRW/ach
Enclosure
cor/forms/cor002.frm

PLEASE RESPOND TO: MARCO

606 BALD EAGLE DR., SUITE 500, P.O. BOX 1, MARCO ISLAND, FLORIDA 34146 (941) 394-5161 FAX (941) 642-6402
PELICAN BAY 801 LAUREL OAK DR., SUITE 710, NAPLES, FLORIDA 34108 (941) 566-3131 FAX (941) 566-3161

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ARTICLES OF INCORPORATION
OF
TOURISM ALLIANCE OF COLLIER COUNTY, INC.
(NONPROFIT)

We, the undersigned, being natural persons competent to contract, do hereby execute these articles in our capacity as incorporator of a corporation not for profit under the laws of the State of Florida pursuant to the provisions of Chapter 617 of the Florida statutes providing for the formation of a corporation not for profit with the powers, rights, privileges and immunities as hereinafter set forth.

I. NAME

1.1 The name of the corporation is **TOURISM ALLIANCE OF COLLIER COUNTY, INC.**

II. REGISTERED OFFICE, REGISTERED AGENT

2.1 The initial principal office of the Corporation is 1400 Gulf Shore Blvd. North, Suite 201, Naples, Florida 34102.

2.2 The name of the initial registered agent for service of process and the address of the registered office are Craig R. Woodward, Esquire of Woodward, Pires & Lombardo, P.A., 606 Bald Eagle Drive, Suite 500, Marco Island, Florida 34145. The registered agent is authorized to accept service of process within this state upon the Corporation.

III. PURPOSE

3.1 The purposes and objects for which the Corporation is organized are any and all purposes authorized to be performed by a corporation not for profit under Chapter 617 of the Florida statutes. As used herein, the term "corporation not for profit" means a corporation of which no part of the income is distributable to its members, directors and officers.

3.2 Without limiting the generality of the foregoing, the purposes for which the Corporation is formed to promote the advancement of and development of Tourism in Collier County, Florida.

3.3 Notwithstanding any other provision of the Statute or herein, in order to promote the purposes set forth herein, the corporation may acquire property by grant, gift, purchase, devise or bequest, and hold and dispose of such property as the corporation shall require for the benefit of the members and not for pecuniary profit.

IV. ASSOCIATION MEMBERSHIP

4.1 The corporation may 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 voting and other rights and privileges of members, and their liability for dues, if any, and the method of collecting dues shall be as regulated in the Bylaws.

V. BASIS UNDER WHICH CORPORATION IS ORGANIZED

5.1 The corporation is a not for profit corporation as defined by the Not for Profit Corporation Act in Section 617.01401 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.

VI. MEETING OF MEMBERS AND DIRECTORS

6.1 The place, date and notice required for meetings shall be set forth in the By-Laws.

VII. DIRECTORS

7.1 The affairs of the Corporation shall be governed by a Board of Directors consisting initially of three (3) persons. The initial Board may expand the number of Directors to up to twenty-five (25). The names and addresses of the Directors who are to serve until the first meeting of members, or until their successors qualify and are elected are: George Percel, Marco Island Area Association of Realtors, 140 Waterway Drive, Marco Island, Florida 34145, Joe Dinunzio, Quality Inn Gulfcoast, 2555 N. Tamiami Trail, Naples, Florida 34103, Kevin Durkin, Quality Inn Suites & Golf Resort, 4100 Golden Gate Parkway, Naples, Florida 34116. Directors shall be elected in accordance with the By-Laws.

VIII. OFFICERS

8.1 The officers of the Corporation who are accountable to the Board of Directors shall be: Co-Chairmen and a Secretary/Treasurer. The Board of Directors may increase the Officers by adding additional Vice Chairmen and separating the role of the Secretary/Treasurer. Officers shall be appointed annually by the Directors.

8.2 The names of the officers who are to serve until the first elections of officers are: George Percel, Joe Dinunzio, Co-Chairmen, and Kevin Durkin, Secretary\Treasurer.

IX. BY-LAWS

9.1 The By-Laws of the Corporation shall be adopted by the initial Board of Directors. The By-Laws may be amended in accordance with the provisions thereof.

X. DURATION

10.1 The period of duration of the Corporation is perpetual unless sooner terminated pursuant to the provisions of the laws of the State of Florida.

XI. NO STOCK

11.1 The Corporation shall not have nor issue shares of stock nor will it ever provide for nonmember voting.

XII. INCORPORATORS

12.1 The names and addresses of the incorporators are: George Percel, Marco Island Area Association of Realtors, 140 Waterway Drive, Marco Island, Florida 34145, Joe Dinunzio, Quality Inn Gulfcoast, 2555 N. Tamiami Trail, Naples, Florida 34103, Kevin Durkin, Quality Inn Suites & Golf Resort, 4100 Golden Gate Parkway, Naples, Florida 34116.

XIII. POWERS

13.1 The Corporation shall have and may exercise any and all rights, privileges and powers as set forth in Chapter 617 of the Florida Statutes and in the By-Laws of the Corporation. Without limiting the generality of the foregoing, the Corporation shall have the following powers:

A. To determine, levy, collect and enforce payment by any lawful means of all membership dues or other monies due the corporation.


B. To establish By-Laws and Rules and Regulations for the operation of the Corporation and to provide for the formal administration of the Corporation to enforce any Rules and Regulations of the Corporation.

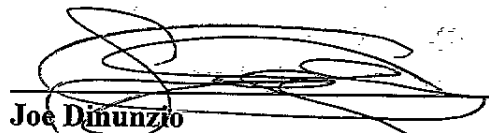
XIV. AMENDMENT

14.1 These Articles of Incorporation may be altered or amended at any regular or special meeting of the Board of Directors upon a resolution adopted by a two-thirds of the Directors.

Said amendment(s) shall be effective when a copy thereof together with an attached certificate of its approval sealed with a corporate seal, signed by the Secretary and all filing fees have been paid to the Secretary of State.

We, the undersigned, being the incorporators named above, for the purpose of forming a corporation not for profit pursuant to Chapter 617, Florida Statutes, supra, do hereby subscribe to these Articles of Incorporation and hereunto set our hands and seals this 30th day of June, 1999.

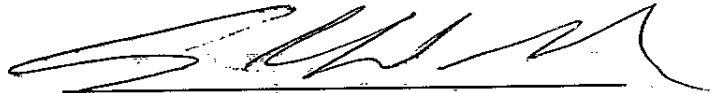

George Percel


Joe Dinunzio


Kevin Durkin

ACKNOWLEDGMENT BY REGISTERED AGENT

I, CRAIG R. WOODWARD, ESQUIRE, of Woodward, Pires & Lombardo, P.A., having been named in the Articles of Incorporation to accept service of process for the foregoing corporation at the place designated herein, hereby accept and consent to act in his capacity and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.



CRAIG R. WOODWARD, ESQUIRE

This Instrument Was Prepared By:

Craig R. Woodward, Esquire
Florida Bar Number: 0309389
Woodward, Pires & Lombardo, P.A.
606 Bald Eagle Drive, Suite 500
Island Tower Building
Marco Island, Florida 34145
Telephone Number: (941) 394-5161
COR\TOURISM\ALLIANCE\COLLIER\ARTICLES
Articles for a Club