

199000006638

ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

850-222-2785

City/St/Zip

Phone #

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

1- PARTNERS FOR ENVIRONMENTAL & ECONOMIC PROGRESS, INC.

2-

3-

4-

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	Non-Profit
<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

99 NOV -9 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 NOV -8 PM 2:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

RECEIVED

400003038334--9
-11/08/99--01100--014
*****78.75 *****78.75

Examiner's Initials

T. SMITH NOV. 9 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 8, 1999

ATTORNEYS' TITLE
660 E. JEFFERSON ST.
TALLAHASSEE, FL 32301

SUBJECT: PARTNERS FOR ENVIRONMENTAL & ECONOMIC PROGRESS,
INC.

Ref. Number: W99000025774

We have received your document for PARTNERS FOR ENVIRONMENTAL & ECONOMIC PROGRESS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 799A00053958

RECEIVED
59 NOV -9 PM 3:12
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR
PARTNERS FOR ENVIRONMENTAL & ECONOMIC PROGRESS, INC.**

**ARTICLES OF INCORPORATION
FOR
PARTNERS FOR ENVIRONMENTAL & ECONOMIC PROGRESS, INC.
(A Corporation Not-for-Profit)**

The undersigned hereby associate themselves for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I

The name of the corporation is: **PARTNERS FOR ENVIRONMENTAL & ECONOMIC PROGRESS, INC.**, hereinafter referred to as the "Corporation." The mailing address for the corporation is 5800 Strand Boulevard, Naples, Florida 34110.

**ARTICLE II
PURPOSES**

The purposes of the Corporation shall include, but shall not be limited to, the following:

1. To promote public awareness of the wetlands permitting process;
2. To promote and/or advocate the collective opinion of the Corporation's Members related thereto; and
3. To otherwise promote and/or advocate the collective best interests of the Corporation's Members with regard to permitting and other development issues.

**ARTICLE III
POWERS**

1. **GENERAL POWERS.** The Corporation shall have all the powers of a corporation not-for-profit which are not prohibited by law or in conflict with the provisions of these Articles.
2. **NECESSARY POWERS.** The Corporation shall have all of the powers reasonably necessary or prudent to implement its purposes, including, but not limited to, the following:
 - a. To fix, establish, levy and collect assessments against Members of the Corporation and operate, without pecuniary profit, for the benefit of the Corporation's Members in accordance with these Articles and the Bylaws of the Corporation.
 - b. To raise, collect and disburse monies in connection with the advancement of the purposes of the Corporation as stated in these Articles and operation of the Corporation in general.

**ARTICLE IV
PROHIBITION AGAINST ISSUANCE OF STOCK AND DISTRIBUTION OF INCOME**

The Corporation shall never have nor issue any shares of stock, nor shall the Corporation distribute any part of its income, if any, to its Members, Directors or Officers. All monies and title to all properties acquired by the Corporation and the proceeds thereof shall be held only for the benefit of the Members of the Corporation in accordance with the provision of these Articles and the Bylaws of the Corporation. Nothing herein, however, shall be construed to prohibit the Corporation from conferring benefits upon its Members or from making any payments or distributions to Members of monies or properties permitted by Chapter 617, Florida Statutes, or a statute of similar import. The Corporation

may, however, reimburse its Directors, Officers and Members for expenses authorized and approved by the Board of Directors and incurred for and on behalf of the Corporation, but shall not pay a salary to its Directors, Officers and Members for services rendered to the Corporation.

ARTICLE V **MEMBERSHIP**

The Corporation shall have at least three (3) classes of membership as set forth herein and as further described in the Bylaws of the Corporation. The first class of membership shall be called "Founding" membership. The second class of membership shall be called "Sustaining" membership. The third class of membership shall be called "Affiliate" membership. Both Founding and Sustaining memberships shall be entitled to voting rights within the Corporation. Affiliate membership shall not be entitled to voting rights in the Corporation. The particular voting rights described herein shall be empowered and regulated according to the provisions therefor set forth in the Bylaws of the Corporation.

ARTICLE VI **BOARD OF DIRECTORS**

The initial Board of Directors shall consist of three (3) Directors, whose names and addresses are as follows:

1. W. Neil Dorrill
5800 Strand Boulevard
Naples, Florida 34110
2. Susan Watts
3451 Bonita Bay Blvd.
Bonita Springs, Florida 34134
3. Jeffrey Birr
3003 North Tamiami Trail
Naples, Florida 34104

The number of Directors may be either increased or decreased from time to time according to the Bylaws but shall never be less than three (3) nor more than seven (7). At the first annual meeting of the Membership after incorporation, and at each annual meeting thereafter, the Members shall elect Directors for terms as set forth in the Bylaws. The Directors need not be Members of the Corporation.

ARTICLE VII **OFFICERS**

The Board of Directors may elect Officers from among its Members. The Officers of the Corporation shall be the President, Vice President, Secretary and Treasurer, and such other Officers and Assistant Officers as may be decided upon and elected by the Board of Directors. The same person may hold two or more offices. The term of each office shall be one (1) year or until a successor to such office is elected or appointed as provided in the Bylaws. The initial Officers of the Corporation who are to serve until their successors are elected or appointed as provided in the Bylaws are as follows:

1. W. Neil Dorrell - President
2. Susan Watts - Vice President
3. Jeffrey Burr - Secretary/Treasurer

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liability, including attorneys' fees reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a Director or Officer of the Corporation, whether or not he or she is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the interests of the Corporation. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled.

ARTICLE IX

BYLAWS

The original Bylaws of the Corporation shall be adopted by a majority vote of the Directors. Thereafter, the Bylaws may be altered, amended or rescinded only in the manner provided for in the Bylaws.

ARTICLE X

TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

In the absence of fraud, no contract or other transaction between the Corporation and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any Director or Officer of the Corporation is pecuniarily or otherwise interested in such contract or other transactions, or in any way connected with any person, firm, association, corporation or partnership which is pecuniarily or otherwise interested therein. Any Director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested, or were not a Director, Member or Officer of such firm, association, corporation or partnership.

ARTICLE XI

DISSOLUTION

The Corporation may be dissolved if not less than three-fourths (¾) of the members of the Board of Directors adopt a resolution to that effect, not less than three-fourths (¾) of the Members of the Corporation approve of such resolution, and a decree is issued in accordance with Section 617.05, Florida Statutes.

ARTICLE XII
DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Corporation all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. Real and personal property contributed to the Corporation, without the receipt of other than nominal consideration, shall be returned in fee simple and without encumbrances to its contributor or its successor, whether or not the contributor is a Member at the time of such dissolution, unless the contributor refuses to accept the conveyance in whole or in part.
2. Any remaining assets shall be distributed among the Members according to each Member's share of the assets to be determined as may be provided in the Bylaws, or in the absence of such provision, in accordance with his voting rights.

ARTICLE XIII
TERMS OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE XIV
INCORPORATOR

The name and address of the incorporator of the Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Leo J. Salvatori, Esq.	Quarles & Brady LLP Suite 300 4501 Tamiami Trail North Naples, Florida 34103

ARTICLE XV
REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent for this corporation shall be Naples-Lawdock, Inc., and the registered office shall be located at 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103. The Board of Directors shall have the right to designate subsequent resident agents without amending these Articles.

32 IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation, this day of November, 1999.



LEO J. SALVATORI

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing Articles of Incorporation of **PARTNERS FOR ENVIRONMENTAL & ECONOMIC PROGRESS, INC.** was sworn to and acknowledged before me this 3rd day of November, 1999, by LEO J. SALVATORI, who is personally known to me.

SEAL



C. Lane Wood
MY COMMISSION # CC814664 EXPIRES
March 7, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

A handwritten signature in cursive script, appearing to read "C. Lane Wood", written over a horizontal line.

Signature of Notary

NAME OF NOTARY PRINTED

Serial Number, Commission
Number (if any) Printed

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that **PARTNERS FOR ENVIRONMENTAL & ECONOMIC PROGRESS, INC.**, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at Naples, County of Collier, State of Florida, has named NAPLES-LAWDOCK, INC., located at 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103, as its agent to accept service of process within the State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-styled corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

(Corporate Seal)

NAPLES-LAWDOCK, INC., a Florida
corporation

By: 

LEO J. SALVATORI, as
Vice President

FILED
99 NOV -9 PM 3.22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA