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ANNIS, MITCHELL, COCKEY, EDWARDS & ROEHN, P.A.

ATTORNEYS AT LAW

ONE TAMPA CITY CENTER
SUITE 2100
P.O. BOX 3433 (ZIP 33601)
TAMPA, FLORIDA 33602
TELEPHONE: (813) 229-3321
FACSIMILE: (813) 223-9067

201 SOUTH MONROE STREET
SUITE 200
TALLAHASSEE, FLORIDA 32301
TELEPHONE: (850) 224-7668
FACSIMILE: (850) 224-7290

PELICAN BAY FINANCIAL CENTER
SUITE 300
8889 PELICAN BAY BOULEVARD
NAPLES, FLORIDA 34108
TELEPHONE: (941) 597-7088
FACSIMILE: (941) 597-6984

PLEASE REPLY TO:
NAPLES
(941) 597-7088
tgarl@annislaw.com

December 3, 1999

ONE UNIVERSITY PARK, SUITE
600
12800 UNIVERSITY DRIVE
P.O. BOX 60259 (ZIP 33906)
FT. MYERS, FLORIDA 33907
TELEPHONE: (941) 489-1776
FACSIMILE: (941) 489-2444

AVAILABLE FOR CONSULTATION
KÄRTEL, VOLLHARDT & PARTNER
KURFÜRSTENDAMM 36
D-10719 BERLIN, GERMANY
011-49-30 865-7710
FAX 011-49-30-881-1300

VIA FEDERAL EXPRESS

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-12/06/99--01082--012
*****78.75 *****78.75

Re: Naples Chamber PAC, Inc.
Our File No: 6160.004

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Please file the original and return the copy certified to me at your earliest convenience.

Our client's check in the amount of \$78.75 is enclosed for the required filing fee. If you have any questions or need additional information, please feel free to contact me.

Very truly yours,

Thomas B. Garlick

TBG/jpw
Enclosures

9026v1 - 6160.004

cc: Dawn Jantsch, President
Naples Area Chamber of Commerce, Inc.

FILED
99 DEC -6 AM 11:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

S. Thompson DEC 08 1999

ARTICLES OF INCORPORATION
OF
NAPLES CHAMBER PAC, INC.
(A CORPORATION NOT FOR PROFIT)

FILED
99 DEC -6 AM 11:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, Naples Area Chamber of Commerce, Inc., for the purpose of forming a corporation not for profit under the laws of the State of Florida, does hereby certify as follows:

ARTICLE I

CORPORATE NAME AND ADDRESS

The name of the corporation is Naples Chamber PAC, Inc., with its principal office located at 3620 Tamiami Trail North, Naples, Florida 34103. The Board of Directors may from time to time move the principal office of the corporation to any other address in the State of Florida.

ARTICLE II

PURPOSE AND NATURE OF CORPORATION

A. The purpose for which this corporation is organized is to establish a Committee of Continuous Existence, the primary purpose of which will be to promote the common business interests of the greater Naples business community by advocating and supporting political issues favorable to such interests.

B. The nature of this corporation shall be to exist as a "political organization" within the meaning of Section 527(e) of the Internal Revenue Code of 1986, as amended, including corresponding provisions of any future United States Internal Revenue Laws.

ARTICLE III

POWERS

The corporation shall have the power, either directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable, or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are set forth in furtherance of the exempt functions of political organizations set forth in Section 527(c) of the Internal Revenue Code of 1986, as amended, and its regulations as the same now exist or as they may be hereafter amended from time to time.

ARTICLE IV

MEMBERSHIP

The membership of this corporation shall be as set forth in the By-Laws.

ARTICLE V

TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation in the office of the Secretary of the State of Florida and the corporation shall have perpetual existence thereafter.

ARTICLE VI

INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is as follows:

Name

Address

Naples Area Chamber of Commerce,
Inc., a Florida not for profit corporation

3620 Tamiami Trail North
Naples, Florida 34103

ARTICLE VII

OFFICERS

The officers of the corporation shall be a Chairman, Secretary, Treasurer, and such other officers as may be provided by the By-Laws. The Chairman shall be appointed annually by the Chairman of the Naples Area Chamber of Commerce (NACC). All other officers shall be elected annually by the Board of Directors of the Naples Chamber PAC, Inc. at its annual meeting. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

Name

Office

Dave Weston
Robert Peacock
Russell Budd

Chairman
Secretary
Treasurer

ARTICLE VIII

DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors, members of which shall be appointed by the Chairman and Chairman-elect of NACC pursuant to the By-Laws of the corporation. The number of directors shall be fixed as set forth in the By-Laws, but shall never be less than three (3).

ARTICLE IX

REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 8889 Pelican Bay Blvd., Suite 300, Naples, Florida 34108, and the name of the registered agent at such address is Thomas B. Garlick, Esq.

ARTICLE X

BY-LAWS

The Board of Directors of this corporation shall provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time. Upon proper notice the By-Laws may be amended, altered or rescinded by a majority vote of a quorum of the members of the Board of Directors at any regular meeting or any special meeting called for that purpose.

ARTICLE XI

AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed by the officers of the corporation and approved by the Board of Directors by a two-thirds vote of a quorum present at a meeting of the Board duly called in accordance with the Bylaws of the corporation.

ARTICLE XII

LIMITATIONS ON ACTIONS

All the assets and earnings of the corporation shall be used exclusively for exempt functions hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its members, trustees, officers, or any of the private persons, except that the Corporation shall be authorized to pay reasonable

compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article II hereof. The corporation shall have no capital stock, pay no dividends, distribute no part of its net income to any members, directors or officers, and the private property of the subscribers, members, directors and officers shall not be liable for the debts of the corporation.

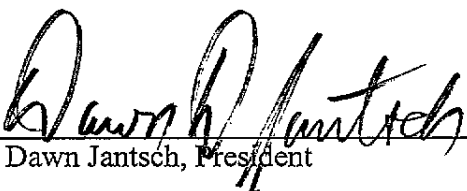
ARTICLE XIII

DISSOLUTION

Upon dissolution of the corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to the Naples Area Chamber of Commerce, Inc. None of the assets will be distributed to any member, officer or director of this Corporation.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles this 3 day of December, 1999.

NAPLES AREA CHAMBER OF COMMERCE,
INC., a Florida not for profit corporation

By: 
Dawn Jantsch, President

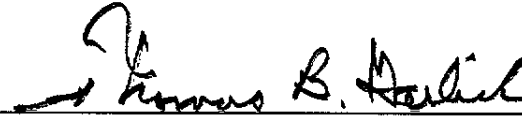
(SEAL)

STATE OF FLORIDA
COUNTY OF COLLIER

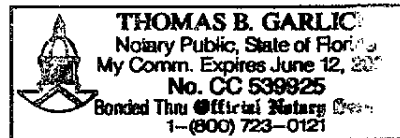
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing was acknowledged before me this 3 day of December, 1999, by
Dawn Jantsch, as President of the Naples Area Chamber of Commerce, Inc., a Florida not for
profit corporation, who is personally known to me ~~or who has produced~~ _____

_____ as identification.



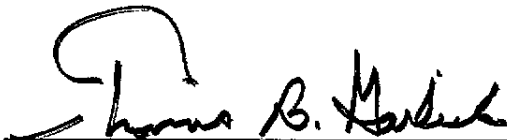
NOTARY PUBLIC
Name: Thomas B. Garlick
My Commission Expires: _____



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the
place designated in this certificate, I hereby accept the designation to act in this capacity, and
agree to comply with the provisions of all statutes relative to the proper and complete
performance of my duties.

Date: December 3, 1999.



Thomas B. Garlick, Registered Agent