

N00480

ARTICLES OF INCORPORATION  
OF  
NAPLES AREA FOUNDATION, INC.  
A Non-Profit Corporation

ARTICLE I - NAME

The name of this corporation is NAPLES AREA FOUNDATION INC., a non-profit corporation, and its principal place of business shall be located at Suite 101, Congress Center, 849 7th Avenue, South, Naples, Florida 33940

ARTICLE II - PURPOSE

This corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Sec. 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue Law).

The express purpose of this corporation is to support and to fund social, educational and cultural services in both the private and public sectors of Collier County, Florida, and areas immediately adjacent. Those programs should provide services to bring about a better quality of life for their participants, and bring them into a full knowledge and understanding of their own responsibility toward themselves and others consistent with the spiritual direction of the Judeo-Christian life as expressed in terms of social and community living. This corporation shall provide for the improvement of the physical, mental and moral conditions of residents of Collier County; for the advancing, promoting and administering charitable aims on its own behalf and on its own initiative or as agent, trustee, or representative of others; for aiding and assisting individuals, corporations, associations, or institutions engaged in any one or more of the purposes above stated, and establishing, promoting, maintaining, endowing, and aiding with its own means, or as agent, trustee, or representative of others, any such individual, corporation, association, organization, or institution; to receive, hold, administer, and disburse any monies, securities, or other properties which may be transferred to this corporation by gift, devise, bequest, or otherwise, including the right to receive real, personal or mixed property; to hold and dispose of the same by any means whatsoever, for any of the uses or purposes above set forth and to invest, conserve, use, and disburse such monies, securities, or other property and the income derived therefrom in accordance with the request or directions of the donor or donors thereof; and, if no request, direction, limitation or conditions be expressed, then to use and dispose of the same for the uses and general purposes herein specified, in accordance with the judgment and discretion of the Trustees of this corporation. It shall have the right and the power to refuse to accept any gift,

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devise, or bequest tendered to it or to accept the same on such terms as it may desire.

### ARTICLE III - QUALIFICATIONS OF MEMBERS

The qualifications of members and the manner of their admission shall be as provided in the By-Laws.

### ARTICLE IV - TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual.

### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the corporation's initial registered agent and the address of the initial registered office of this corporation is as follows:

Donald T. Franke  
Suite 101, Congress Center  
849 7th Avenue, South  
Naples, Florida 33940

### ARTICLE VI-SUBSCRIBERS

The names and addresses of the subscribers are as follows:

John A. Kley, 1900 Gulf Shore Blvd., No., Naples, Florida 33940  
Polk L. Threlkeld, 405 Rudder Road, Naples, Florida 33940  
John F. Metzger, 402 Glades Blvd., Naples, Florida 33962  
Dr. Donald W. Ketterhagen, 780 High Pines Dr., Naples, Fl. 33940  
Rev. Gordon Mann, 553 Galleon Drive, Naples, Florida 33940  
John R. Wood, 198 9th St., No., Naples, Florida 343940  
Kenneth J. Silva, 633 Bougainvillea Road, Naples, Florida 33940  
Hon. Hugh D. Hayes, 3190 70th St., S.W., Naples, Florida 33999  
Hugh M. Gilmore, c/o Department of Health and Rehabilitative Services, 1076 Sixth Ave., No., Naples, Florida 33940  
Hubert E. Howard, Jr., Apt. 301, 2901 Gulf Shore Blvd., No., Naples, Florida 33940  
Rev. Frederick C. Harrison, Jr., 275 2nd Ave. No., Naples, Florida, 33940  
Stanley R. Billick, 590 Regatta Road, Naples, Florida 33940  
Dianne K. Martin, 48 Templewood Court, Marco, Florida 33937  
E. James O'Donoghue, Apt. E, 800 S. Golf Drive, Naples, Florida 33940  
Donald T. Franke, 450 Galleon Drive, Naples, Florida 33940  
Donna Baltakis, 839 100th Ave., No., Naples, Florida 33940  
George R. Wallace III, 996 Admiralty Parade, Naples, Florida  
Victoria M. O'Connor, 2615 Tarpon Rd., Naples, Florida 33942  
Max L. Schmidt, 1345 Woodridge Ave., Naples, Florida 33940  
Judith deF. Taves, 2500 Lantern Lane, Naples, Florida 33940

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## ARTICLE VII-OFFICERS

The officers of this corporation shall consist of a Chairman, one or more Vice Chairman, a Secretary and a Treasurer, and such other officers as may be prescribed by the By-Laws and shall be elected by the Board of Trustees at such times and for such terms as may be fixed by the By-Laws. The names and addresses of the officers who are to serve until the first election or appointment under these Articles of Incorporation are:

Chairman: Donald T. Franke, 450 Galleon Drive, Naples, Florida 33940  
Vice Chairman: Frederick C. Harrison, Jr., 275 2nd Ave. No., Naples, Florida 33940  
Vice Chairman: E. James O'Donoghue, Apt. E, 800 S. Golf Drive, Naples, Florida 33940  
Secretary: Donna Baltakis, 839 100th Ave., No., Naples, Florida 33940  
Treasurer: Kenneth J. Silva, 633 Bougainvillea Road, Naples, Florida 33940

## ARTICLE VIII-BOARD OF TRUSTEES

The direction, management and control of the property and affairs of this corporation shall be vested in, and its transactions shall be conducted by a Board of Trustees composed of not less than twelve (12) nor more than twenty-four (24) members, the exact number of which shall be determined by the By-Laws. The names and addresses of the initial Trustees of this corporation are:

John A. Kley, 1900 Gulf Shore Blvd., No., Naples, Florida 33940  
Polk L. Threlkeld, 405 Rudder Road, Naples, Florida 33940  
John F. Metzger, 402 Glades Blvd., Naples, Florida 33962  
Dr. Donald W. Ketterhagen, 780 High Pines Dr., Naples, Fl. 33940  
Rev. Gordon Mann, 553 Galleon Drive, Naples, Florida 33940  
John R. Wood, 198 9th St., No., Naples, Florida 343940  
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Hon. Hugh D. Hayes, 3190 70th St., S.W., Naples, Florida 33999  
Hugh M. Gilmore, c/o Department of Health and Rehabilitative Services, 1076 Sixth Ave., No., Naples, Florida 33940  
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Max L. Schmidt, 1345 Woodridge Ave., Naples, Florida 33940  
Judith deF. Taves, 2500 Lantern Lane, Naples, Florida 33940



## ARTICLE IX-NON-PROFIT STATUS

Section 1. This 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).

Section 2. No part of any gift to or of the net earnings or assets of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers or any other private person, provided that nothing herein shall preclude the corporation from paying reasonable compensation for services rendered and making payments and distributions in furtherance of the purposes set forth hereinabove.

Section 3. No substantial part of the activities of the corporation shall be to carry on propaganda, or otherwise attempting to influence legislation.

Section 4. This 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.

Section 5. Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all the 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 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 provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine.

## ARTICLE X-BY-LAWS

The By-Laws may be enacted, made, altered or rescinded by the Board of Trustees.

## ARTICLE XI-AMENDMENTS

These Articles of Incorporation may be amended, altered or rescinded by a majority vote of the Board of Trustees, provided that written notice of the proposed change shall be mailed or delivered to the Trustees ten (10) days prior to a meeting for such purpose.



IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 7th day of December, 1983.

John A. Kley  
John A. Kley

John F. Metzger  
John F. Metzger

Rev. Gordon Mann  
Rev. Gordon Mann

Kenneth J. Silva  
Kenneth J. Silva

Hugh Gilmore  
Hugh Gilmore

Rev. Frederick C. Harrison, Jr.  
Rev. Frederick C. Harrison, Jr.

Dianne Martin  
Dianne Martin

Donald T. Franke  
Donald T. Franke

George R. Wallace III  
George R. Wallace III

STATE OF FLORIDA )  
COUNTY OF COLLIER )

Polk L. Threlkeld  
Polk L. Threlkeld

Donald W. Ketterhagen  
Donald W. Ketterhagen

John R. Wood  
John R. Wood

Hugh D. Hayes  
Hugh D. Hayes

Hubert E. Howard, Jr.  
Hubert E. Howard, Jr.

Stanley R. Billick  
Stanley R. Billick

E. James O'Donoghue  
E. James O'Donoghue

Donna Baltakis  
Donna Baltakis

Victoria M. O'Connor  
Victoria M. O'Connor

Max Schmidt  
Max Schmidt

Judith de F. Taves  
Judith de F. Taves

BEFORE ME, this day, personally appeared John A. Kley, Polk L. Threlkeld, John F. Metzger, Donald W. Ketterhagen, Rev. Gordon Mann, John R. Wood, Kenneth J. Silva, Hugh D. Hayes, Hugh M. Gilmore, Hubert E. Howard, Jr., Rev. Frederick C. Harrison, Jr., Stanley R. Billick, Dianne Martin, E. James O'Donoghue, Donald T. Franke, Donna Baltakis, George R. Wallace III, Victoria M. O'Connor, Max L. Schmidt and Judith de F. Taves, to me well known and known to me to be the individuals named herein as subscribers and who executed the foregoing Articles of Incorporation as said subscribers of the above named NAPLES AREA FOUNDATION, INC., a Non-Profit Florida corporation, and who acknowledged to and before me that they executed said document as such subscribers and on behalf of said corporation with due authorization to do so.

WITNESS my hand and official seal, this 7th day of December, 1983.

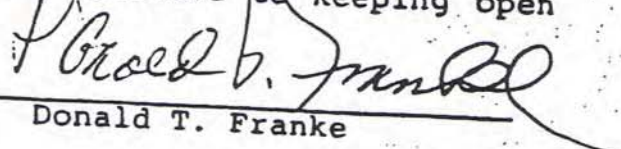
Notary Public  
Notary Public

My Commission expires:

NOTARY PUBLIC STATE OF FLORIDA  
BONDED THIRD GENERAL INSURANCE LTD  
MY COMMISSION EXPIRES 12/31/84

ACCEPTANCE BY RESIDENT AGENT

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

  
Donald T. Franke

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TALLAHASSEE, FLORIDA



AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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COMMUNITY FOUNDATION OF COLLIER COUNTY

The undersigned, being the Chairman of the Board of Directors of the corporation, certifies that pursuant to the Resolution adopted by the Board of Directors on November 28, 1994, (members are not entitled to vote on this amendment), the Articles of Incorporation of the COMMUNITY FOUNDATION OF COLLIER COUNTY, are amended as follows:

A. Articles I of the corporations original Article of Incorporation is hereby revised and amended to read as follows:

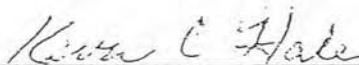
"ARTICLE I - NAME

The name of this corporation is COMMUNITY FOUNDATION OF COLLIER COUNTY, INC., a non-profit corporation, and its principal place of business shall be located at 4949 Tamiami Trail North, Suite 202, Naples, Florida 33940."

B. Article III of the corporations original Articles of Incorporation is hereby revised and amended to read as follows:

"ARTICLE III- NON MEMBER CORPORATION

This corporation shall have no members, as allowed under Florida Statutes §617.0601."

  
\_\_\_\_\_  
Kevin C. Hale, Chairman

STATE OF FLORIDA :  
:  
COUNTY OF COLLIER : ss.:

Before me appeared Kevin C. Hale, to me personally known or who produced N/A as identification and who executed the foregoing instrument as Chairman of the Board of Directors of the above named Community Foundation of Collier County and who acknowledged to and before me that he executed said instrument as such Chairman and that said instrument is the free act and deed of said Community Foundation of Collier County.

Witness my hand and official seal, this 5<sup>th</sup> day of ~~November~~ December, 1994.

Lisa K Poulston  
Notary Public LISA K. POULSTON

My Commission Expires:



LISA K POULSTON  
My Commission CC292574  
Expires Jun. 07, 1997  
Bonded by ANB  
800-852-5878



**ARTICLES OF AMENDMENT  
to  
ARTICLES OF INCORPORATION  
of  
COMMUNITY FOUNDATION OF COLLIER COUNTY, INC.,  
a Florida nonprofit corporation**

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TALLAHASSEE, FLORIDA

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*Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.*

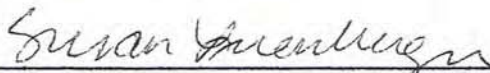
**FIRST:** Article II of the Articles of Incorporation is amended by deleting the present Article and substituting the following:

**ARTICLE II – PURPOSE**

This publicly supported corporation is organized and operated exclusively for charitable, educational and scientific purposes, serving primarily the Collier County, Florida, area by providing a permanent source of capital and endowment funds to meet the changing needs of Collier County in perpetuity.

**SECOND:** These Articles of Amendment to the Articles of Incorporation were adopted by the Trustees of the corporation on February 25, 2002,. The corporation has no members.

**Community Foundation of Collier County, Inc.,  
a Florida nonprofit corporation.**

  
\_\_\_\_\_  
Susan Luenberger, President and Chief Executive Officer

February 25, 2002.