

NC00000004870

75995 Overseas Hwy
Islamorada, FL 33036
June 28, 2000

Department of State
Division of Corporations
P.O.Box 6327
Tallahassee, FL 32314

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-07/06/00--01031--001

*****70.00 *****70.00

Dear Sirs:

Enclosed is our application to form a Florida not for profit corporation for our Florida Keys History and Diving Museum.

Upon receipt of the corporate documents, we intend to file an application for recognition of exemption under section 501(c)(3) of the IRS code.

Thank you for considering our application.

Sincerely,

S.E. Bauer

encl. Articles of Incorporation (3 pages)

\$70.00 Check # 926 for Filing fee and Designation of Registered Agent

FILED
00 JUL -6 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FL 32307

FILED

56-7
10/17/00
me



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 12, 2000

S.E. BAUER
75995 OVERSEAS HWY.
ISLAMORADA, FL 33036

SUBJECT: THE FLORIDA KEYS HISTORY AND DIVING MUSEUM,
INCORPORATED
Ref. Number: W00000017406

We have received your document for THE FLORIDA KEYS HISTORY AND DIVING MUSEUM, INCORPORATED and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 487-6995.

Wanda Cunningham
Document Specialist

Letter Number: 800A00038247

FILED
00 JUL -6 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Incorporation of
The Florida Keys History and Diving Museum, Incorporated
(A Corporation Not for Profit)**

The undersigned, acting as incorporator of a corporation not for profit pursuant to chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

Article I - Name

The name of the corporation shall be the The Florida Keys History and Diving Museum, Incorporated.

Article II - Mailing Address

The principal place of business and mailing address of the corporation shall be: 83532 Overseas Highway, Islamorada, Florida 33036.

Article III - Purposes

The specific purposes for which the corporation is organized are:

- 1.) To provide a public museum of Florida Keys history and the history of diving, which will preserve, interpret and exhibit artifacts and documents of permanent historical record and value, especially those of South Florida and the Florida Keys.
- 2.) To provide a library of published information and a resource of referenced information from which all members may draw.
- 3.) To promote and develop educational programs or projects for the improvement of the historical knowledge of the membership and the public at large by advice and education in the area of Florida Keys history and the history of diving.
- 4.) To provide a educational museum for tourists to the Florida Keys, as well as the local residents.

Article IV - Board of Directors

The governing body of this corporation shall be a Board of Directors, which shall consist of three to five officers. The method of election of the directors is as stated in the by-laws.

Article V - Activities

No part of the net earnings of the corporation shall inure to the benefit of, or be

distributable to its members, trustees, 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 Third hereof. No substantial part of the activities of the corporations 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 or in opposition to any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt for federal income tax under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article VI - Initial registered agent and street address

The name and street address of the initial registered agent is:

Sally E. Bauer 75995 Overseas Hwy., Islamorada, FL 33036

Article VII - Incorporators

The names and street addresses of the Incorporators for these article of incorporation are:

<u>Name</u>	<u>Address</u>
Sally E. Bauer	75995 Overseas Hwy., Islamorada, FL 33036
Douglas Hough	3100 County Club Drive, Lynn Haven, FL 32444
Sue Miller	81167 Overseas Hwy., Islamorada, FL 33036

Article VII - Term

This corporation shall have perpetual existence and shall commence on filing.

Article IX - Membership

Regular members shall be persons who have demonstrated by their activities and contributions a clear interest in the aims and objectives of the corporation.

Corporate membership, honorary membership, undergraduate membership may be elected by the Executive Committee in the manner prescribed in the by-laws. Membership may not be transferred.

Article X - Dissolution

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c) (3) and 170(c) (2) of the Internal Revenue Code, or the corresponding section of any prior or future federal tax code, or to the Federal, State or Local Government for exclusive public purpose.

Article XI - By-Laws

The By-Laws of the corporation are to be made, altered or rescinded by the members of the Executive Committee.

Article XII - Amendments

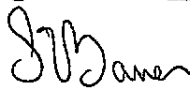
Amendments to the Articles of Incorporation shall be approved by the Executive Committee, proposed by them to the members and approved at any meeting by a three-fourths vote of the members present, providing not less than 60 days notice by mail shall have been given to all members setting forth the proposed amendment.

Article XII - Incorporator

The name and the street address of the incorporator for these articles of incorporation is: Sally E. Bauer, 75995 Overseas Hwy. Islamorada, FL 33036.

The Undersigned incorporator has executed these Articles of Incorporation this 28th day of June, 2000.

Signature of Incorporator:



Sally E. Bauer

(Typed name of incorporator signing)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

The Florida Keys History and Diving Museum, Incorporated

(must include suffix)

2. The name and address of the registered agent and office is:

Sally E. Bauer

(NAME)

75995 Overseas Hwy.

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Islamorada, FL 33036

(CITY/STATE/ZIP)

FILED
00 JUL -6 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FL 32399

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.

Sally E. Bauer

(SIGNATURE)

6/28/00

(DATE)