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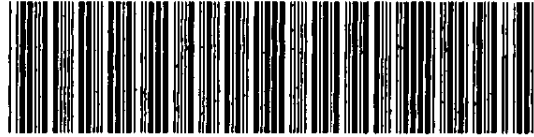
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2008 JUL 21 PM 5:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2 Bureh JUL 22 2008

SPOTTSWOOD, SPOTTSWOOD AND SPOTTSWOOD
ATTORNEYS AND COUNSELORS AT LAW
500 FLEMING STREET
POST OFFICE BOX 1900
KEY WEST, FLORIDA 33041-1900

JOHN M. SPOTTSWOOD, JR.
WILLIAM B. SPOTTSWOOD
ERICA N. HUGHES - STERLING

TELEPHONE
305-294-8556
FAX
305-292-1982

OF COUNSEL:

JOHN M. SPOTTSWOOD (1920-1975)
ROBERT A. SPOTTSWOOD

July 7, 2008

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

RE: Star of the Sea (SOS) Foundation, Inc., a Florida not for profit corporation

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for Star of the Sea (SOS) Foundation, Inc., a Florida not for profit corporation, for filing. Also enclosed is our check in the amount of \$70.00 which represents the fee. Please return the confirmation copy to:

Erica N. Hughes-Sterling, Esq.
Spottswood, Spottswood and Spottswood
500 Fleming Street
Key West, FL 33040

If you have any questions, please do not hesitate to contact our office.

Sincerely,



Gae Ganister, Assistant to
ERICA N. HUGHES-STERLING, Esq.

/gg
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 9, 2008

SPOTTSWOOD SPOTTSWOOD AND SPOTTSWOOD
ATTN: GAE GANISTER
PO BOX 1900
KEY WEST, FL 33041-1900

SUBJECT: STAR OF THE SEA (SOS) FOUNDATION, INC.
Ref. Number: W08000032646

We have received your document for STAR OF THE SEA (SOS) FOUNDATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing an application and submitting the appropriate fees to this office.

Please return the corrected 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) 245-6928.

Tim Burch
Regulatory Specialist II
New Filing Section

Letter Number: 908A00040519

**ARTICLES OF INCORPORATION
OF
Star of the Sea Foundation, Inc.
A NON-PROFIT CORPORATION**

FILED
2008 JUL 21 PM 5:16

The undersigned incorporator(s), in order to form a non-profit corporation under the laws of the state of Florida Not for Profit Corporation Act, hereby adopt the following Articles of Incorporation:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be:

Star of the Sea Foundation, Inc

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this corporation is 5640 MALONEY AVE, KEY WEST FL 33040 5983, and the mailing address is the same.

ARTICLE III - PURPOSE OF THE CORPORATION

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The specific Purpose(s) are:

To provide compassionate care and assistance to the disadvantaged and indigent population of Key West, Florida.

ARTICLE IV - DIRECTORS

The number of initial directors of this corporation is 5. Their names and address are as follows:

Erica Hughes-Sterling
500 Fleming St.
Key West FL 33040

Doria Goodrich
1201 Simonton St.
Key West FL 33040

Thomas M. Callahan
822 Georgia St.
Key West FL 33040

Peter H. Batty
912 Georgia St.
Key West FL 33040

John C. Baker
1010 Windsor La.
Key West FL 33040

ARTICLE V - MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is stated in the by-laws

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the registered agent of this corporation are:

Erica Hughes-Sterling
500 Fleming St.
Key West FL 33040

ARTICLE VII - INCORPORATOR

The name(s) and address(es) of the incorporator(s) of this corporation is (are):

Erica Hughes-Sterling
500 Fleming St.
Key West FL 33040

ARTICLE VIII - TERM OF EXISTENCE

The period of duration of this corporation is perpetual.

ARTICLE IX - QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be set forth in and regulated by the By Laws of the corporation.

ARTICLE X - VOTING RIGHTS

Members of the corporation will have such voting rights as are provided in the By Laws of the Corporation

ARTICLE XI - LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Director- proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII - Dissolution

In the event of dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed and turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purpose specified in section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

ARTICLE XIV - LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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 provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE XV - PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these Articles.

ARTICLE XVI - COMPENSATION RESTRICTION

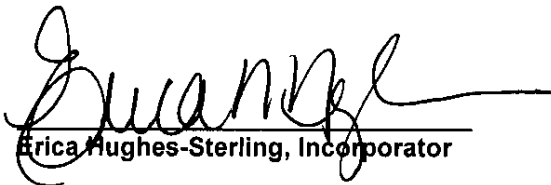
Resolved that any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation and other allowances) paid to or provided our employees, directors, or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.

ARTICLE XVII - PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Dated: 7/7/08


Erica Hughes-Sterling, Incorporator

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.

Dated: 7/7/08


Erica Hughes-Sterling, Registered Agent