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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**FLORIDA KEYS FORECLOSURE DEFENSE ALLIANCE, INC.**

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**ARTICLES OF INCORPORATION  
OF  
FLORIDA KEYS FORECLOSURE DEFENSE ALLIANCE, INC.**

The undersigned incorporator, for the purpose of forming a not for profit Corporation under and by virtue of the laws of the State of Florida, adopts the following as the Articles of Incorporation of Florida Keys Real Foreclosure Defense Alliance, Inc.

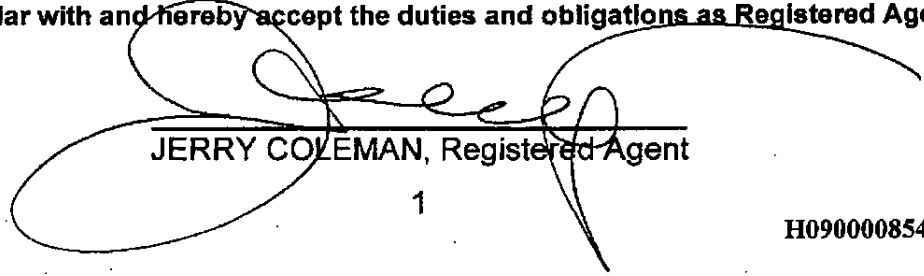
**ARTICLE I**

**NAME, ADDRESS, DURATION, REGISTERED OFFICE AND AGENT**

- (a) The name of the Corporation is Florida Keys Real Foreclosure Defense Alliance, Inc., hereinafter referred to as "the Corporation".
- (b) The address of the principal office and mailing address of the corporation is 201 Front Street, Suite 203, Key West, Florida 33040.
- (c) The existence of the Corporation will be perpetual.
- (d) The initial registered office of the Corporation will be located at 201 Front Street, Suite 203, Key West, Florida 33040.
- (e) The initial registered agent of the Corporation at that address is Jerry Coleman.

**ACKNOWLEDGEMENT AND ACCEPTANCE BY REGISTERED AGENT:**

**I am familiar with and hereby accept the duties and obligations as Registered Agent.**



**JERRY COLEMAN, Registered Agent**

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**ARTICLE II**

**PURPOSE**

The purposes for which the Corporation are formed, and the business and objects to be carried on and promoted by it are as follows:

(a) To encourage and promote the use of attorneys in defending residential foreclosure actions; to foster and cultivate professional relations among foreclosure defense attorneys and other real estate professionals in Monroe County; to provide educational opportunities for foreclosure defense attorneys; and to promote the understanding by real estate professionals and the general public of the role of foreclosure defense attorneys in foreclosure defense.

(b) The Corporation is irrevocably dedicated to and operated exclusively for not for profit purposes; and no part of the income or assets of the Corporation shall be distributed to, or inure to the benefit of, any individual.

**ARTICLE III**

**POWERS**

The Corporation is empowered:

(a) To do all lawful things necessary to carry out the purposes stated in Article II.

(b) To have all the corporate powers enumerated in the Florida Not For Profit Corporation Act not inconsistent with these Articles and appropriate for not for profit corporations.

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**ARTICLE IV**

**DIRECTORS**

The number of directors of the Corporation shall be as provided in the Bylaws (should they be adopted; however, the number of directors shall not be less than three. The directors shall be elected as provided in the Bylaws. The directors of the Corporation must at all times be members of the Corporation. The original directors, and the terms for which each will serve, are set forth below:

<b><u>DIRECTOR (OFFICER)</u></b>	<b>Name/Firm/Address</b>	<b>Term</b>
Director (President/Treasurer)	JERRY COLEMAN, ESQ. 201 Front Street, Suite 203 Key West, Florida 33040	April 10, 2009 – April 9, 2010
Director (Vice-President/Secretary)	JOHN MARSTON, ESQ. 517 Duval Street, Suite 205 Key West, Florida 33040	April 10, 2009 – April 9, 2010
Director (Vice-President)	JULIO F. MARGALLI 505 Whitehead Street, Suite #1 Key West, Florida 33040	April 10, 2009 – April 9, 2010

The directors shall serve without compensation.

**ARTICLE V**

**MEMBERSHIP**

The manner of admission and the grounds for termination of membership in the Corporation shall be as determined by the Board of Directors or as provided in the Bylaws (should they be adopted).

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**ARTICLE VI**

**OFFICERS**

The Corporation shall have those officers described in, and elected in the manner determined by the Board of Directors or as provided in the Bylaws (should they be adopted).

**ARTICLE VII**

**INCORPORATION**

The name and address of the incorporator of Corporation is:

**NAME**

Jerry Coleman

**ADDRESS**

201 Front Street, Suite 203  
Key West, Florida 33040

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**ARTICLE VIII**

**INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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**ARTICLE IX**

**BYLAWS**

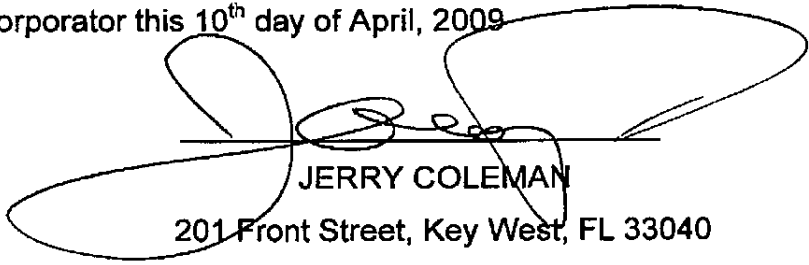
Bylaws of the Corporation may be adopted, altered or rescinded by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles.

**ARTICLE X**

**DISSOLUTION**

In the event of dissolution of the Corporation, the residual assets of the Corporation will be distributed to one or more organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

SIGNED by the incorporator this 10<sup>th</sup> day of April, 2009



JERRY COLEMAN  
201 Front Street, Key West, FL 33040

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