

TURNER & LYNN, P. A.

ATTORNEYS AT LAW

Vernon W. Turner (1917-2000)
Sandra T. Lynn
John Michael Lynn

N47087

830 North Krome Avenue
Homestead, Florida 33030
Telephone: (305) 247-6521
Fax: (305) 248-2615

Please reply to:
Key Largo office: _____
Homestead office: XXX

41 Harbour House
Key Largo, Florida 33037
Telephone: (305) 367-3004

May 3, 2002

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

Gentlemen:

Re: Keys Children's Foundation, Inc.
Restated Articles of Incorporation

100005492431--0
-05/08/02--01058--016
*****43.75 *****43.75

Enclosed are an original and one (1) copy of the Restated Articles of Incorporation for Keys Children's Foundation, Inc., as well as our Turner & Lynn, P. A., Trust Account Check No. 3227 in the amount of \$43.75 in payment of the following fees:

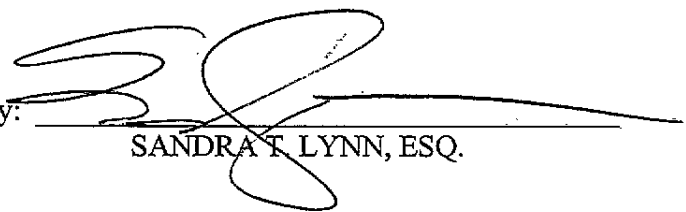
Filing Fee	\$ 35.00
Certified Copy	8.75
	\$43.75

A stamped, self-addressed envelope is enclosed for your convenience in returning the certified copy of the Restated Articles of Incorporation to us.

If you require any additional information, please call our office.

Very truly yours,

TURNER & LYNN

By: 

SANDRA T. LYNN, ESQ.

STL:jw
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 JUN 20 PM 1:14

Restated Articles

LFS
6-20-02



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 21, 2002

Sandra T. Lynn, Esquire
% Turner & Lynn
83 N. Krome Avenue
Homestead, FL 33030

SUBJECT: KEYS CHILDREN'S FOUNDATION, INC.
Ref. Number: N47087

We have received your document for KEYS CHILDREN'S FOUNDATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation").

Please return 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) 245-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 202A00032718

TURNER & LYNN, P. A.

ATTORNEYS AT LAW

Vernon W. Turner (1917-2000)
Sandra T. Lynn
John Michael Lynn

830 North Krome Avenue
Homestead, Florida 33030
Telephone: (305) 247-6521
Fax: (305) 248-2615

Please reply to:

Key Largo office: _____

Homestead office: XXX

41 Harbour House
Key Largo, Florida 33037
Telephone: (305) 367-3004

June 17, 2002

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

Gentlemen:

Re: Keys Children's Foundation, Inc.
Restated Articles of Incorporation

Enclosed are an original and one (1) copy of the Restated Articles of Incorporation for Keys Children's Foundation, Inc. Our Turner & Lynn, P. A., Trust Account Check No. 3227 in the amount of \$43.75 was sent with a previous filing, in payment of the following fees:

Filing Fee	\$ 35.00
Certified Copy	8.75
	\$43.75

The previous filing lacked the statement of registered agent and the stated that there are no member and that the Board of Directors unanimously approved said Restatement of Articles. A stamped, self-addressed envelope is enclosed for your convenience in returning the certified copy of the Restated Articles of Incorporation to us.

If you require any additional information, please call our office.

Very truly yours,

TURNER & LYNN

By: _____

SANDRA T. LYNN, ESQ.

STL:
Enclosures

2002 JUN 20 PM 1:14

RESTATED ARTICLES OF INCORPORATION
OF
KEYS CHILDREN'S FOUNDATION, INC.

ARTICLE I
Corporate Name

The name of this corporation is Keys Children's Foundation, Inc.

ARTICLE II
Corporate Nature

This is a nonprofit corporation, organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Section 617 of the Florida Statutes.

ARTICLE III
Duration

The term of existence of the corporation is perpetual.

ARTICLE IV
General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

- (a) for the advancement of charity and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- (b) to raise and distribute funds to benefit children mainly in the Upper Keys of Monroe County, Florida.
- (c) to operate exclusively in any other manner for such charitable purposes as will qualify it as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

ARTICLE V
Management of Corporate Affairs

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation shall be three, provided, however, that such number may be changed by a bylaw duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of three (3) years until the qualification of their successors in office. Annual meetings shall be held at 830 N. Krome Avenue, Homestead, FL in April of each year at a time to be determined by the Board of Directors, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the current members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Claudine Bacher	54 Tarpon Lane, Key Largo, Florida 33037
Donna Bosold	23 Marlin Avenue, Key Largo, Florida 33037
Nancy T. Broll	15 Pumpkin Lane, Key Largo, Florida 33037
Rebecca Dickinson	15 Perky Road, Key Largo, Florida 33037
Evelyn Gosko	4 South Road, Key Largo, Florida 33037
Pat Howard	23 Dispatch Creek Court, Key Largo, Florida 33037
Jean Hunt	13 Osprey Lane, Key Largo, Florida 33037
Barbara J. Jacobs	31 Card Sound Road, Key Largo, Florida 33037
Caroline Kelm	15 West Snapper Point Drive, Key Largo, Florida 33037

Marjorie Leenhouts	41 Island Drive, Key Largo, Florida 33037
Mary F. McCollum	12 Osprey Lane, Key Largo, Florida 33037
Catherine Medaglia	7 Bay Ridge Road, Key Largo, Florida 33037
Nancy Stocker	56 Marlin Lane, Key Largo, Florida 33037
Cyndee Swenson	295 South Harbor Drive, Key Largo, Florida 33037
Kerry Townsend	46 Spadefish Lane, Key Largo, Florida 33037
Alexander J. Vogl	22 Sunset Cay Road, Key Largo, Florida 33037
Michel Williams	38 Card Sound Road, Key Largo, Florida 33037
Lynn Wiseman	142 South Ocean Shores Drive, Key Largo, Florida 33037
Barbara Wolf	8 Channel Cay Road, Key Largo, Florida 33037
John W. Zick	9 Harbor Lane, Key Largo, Florida 33037

(b) Corporate Officers. The Board of Directors shall elect the following officers; President, Vice-President, Secretary and Treasurer, and such other officers as the bylaws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the April meeting of the Board of Directors. The current officers are as follows:

President:	Evelyn Gosko 4 South Road Key Largo, Florida 33037
Vice President:	Barbara Wolf 8 Channel Cay Road Key Largo, Florida 33037
Secretary:	Mary F. McCollum 12 Osprey Lane Key Largo, Florida 33037
Treasurer:	John W. Zick 9 Harbor Lane, Key Largo, Florida 33037

ARTICLE VI

Earnings & Activities of Corporation

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its Directors, 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 IV hereof.

(b) No substantial part of the activities of the corporation 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 any candidate for public office.

(c) Notwithstanding any other provision of these articles, the 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).

(d) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of 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 organization or 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 Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII Members/Board of Directors

- (a) There shall be no members of this corporation.
- (b) The corporation shall be governed by the Board of Directors as provided in the By-laws of the corporation.

ARTICLE IX
Subscribers

The names and residence addresses of the initial subscribers of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Caroline Kelm	15 West Snapper Point, Key Largo, Florida 33037
Claudine Bacher	54 Tarpon Lane, Key Largo, Florida 33037
Kenneth Knopf	28 Halfway Road, Key Largo, Florida 33037

ARTICLE X
Amendment of Bylaws

Subject to the limitations set forth in the Corporations Not For Profit law of the State of Florida, if any, concerning corporate action that must be authorized or approved by the Directors of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the Bylaws.

ARTICLE XI
Dedication of Assets

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, or officer thereof, or to the benefit of any private individual.

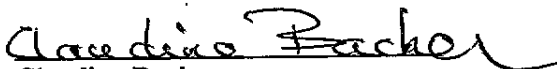
ARTICLE XII
Registered Agent and Office

The address of the corporation's registered office shall be 830 N. Krome Avenue, Homestead, FL 33030 and the name of its registered agent at said address shall be Sandra T. Lynn, Esq.

ARTICLE XIII
Amendment of Articles

The Restatement of these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members of the Board for their vote.

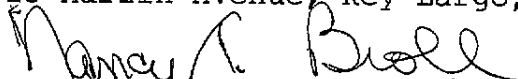
We, the undersigned, being the directors of this corporation, for the purpose of restating the Article of Incorporation of this nonprofit corporation under the laws of the State of Florida, have executed these Restated Articles of Incorporation this 22 day of April, 2002.


Claudine Bacher

54 Tarpon Lane, Key Largo, Florida 33037


Donna Bosold

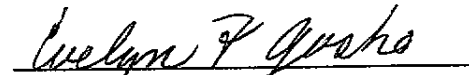
23 Marlin Avenue, Key Largo, FL 33037


Nancy T. Broll

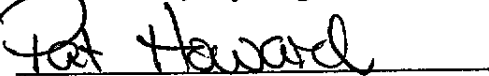
15 Pumpkin Key Lane, Key Largo, FL 33037


Rebecca Dickinson

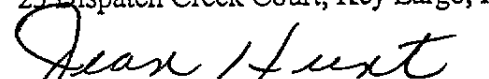
15 Perky Road, Key Largo, FL 33037


Evelyn Gosko

4 South Road, Key Largo, Florida 33037


Pat Howard

23 Dispatch Creek Court, Key Largo, Florida 33037

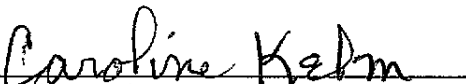

Jean Hunt

13 Osprey Lane, Key Largo, Florida 33037

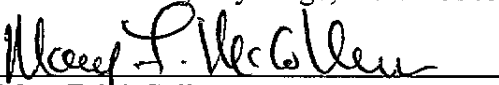
✓

Barbara J. Jacobs

31 Card Sound Road, Key Largo, Florida 33037


Caroline Kelm
15 West Snapper Point Drive, Key Largo, Florida 33037

✓
Marjorie Leenhouts
41 Island Drive, Key Largo, Florida 33037

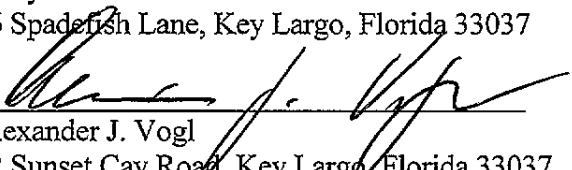

Mary F. McCollum
12 Osprey Lane, Key Largo, Florida 33037


Catherine Medaglia
7 Bay Ridge Road, Key Largo, Florida 33037

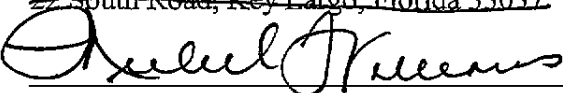
✓
Nancy Stocker
56 Marlin Lane, Key Largo, Florida 33037

✓
Cyndee Swenson
295 South Harbor Drive, Key Largo, Florida 33037

Kerry Townsend
46 Spadefish Lane, Key Largo, Florida 33037


Alexander J. Vogl
22 Sunset Cay Road, Key Largo, Florida 33037

Frederick B. Wells
22 South Road, Key Largo, Florida 33037


Michel Williams
38 Card Sound Road, Key Largo, Florida 33037

Lynn Wiseman

Lynn Wiseman

15 Indian Mound Terrace, Tavernier, Florida 33070
142 South Ocean Shores Dr., Key Largo, Fl. 33037

Barbara Wolf

Barbara Wolf

8 Channel Cay Road, Key Largo, Florida 33037

John W. Zick

9 Harbor Lane, Key Largo, Florida 33037

Sandra T. Lynn
Sandra T. Lynn, Registered Agent

STATE OF FLORIDA
COUNTY OF MONROE

BEFORE ME, the undersigned authority, personally appeared the following persons to me known to be the persons who executed the foregoing Amended Articles of Incorporation and they acknowledged to and before me that they executed such instrument.

List Names:

*Claudine Bacher, Donne Basald, Nancy T Brall, Rebecca Dickinson,
Corylyn Gosko, Pat Howard, Jean Hunt, Caroline Kelm, Mary F McCallum,
Catherine Medsker, Alexander J Vogl, Michel Williams, Lynn Wiseman
Barbara Wolfe & John W Zick.*

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22 day of
April, 2002.

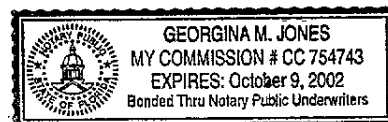
Georgina M Jones

Notary Signature

GEORGINA M JONES

Printed Notary Name

My commission expires:



ARTICLE XIII
Amendment of Articles

The Restatement of these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members of the Board for their vote.

We, the undersigned, being the directors of this corporation, for the purpose of restating the Article of Incorporation of this nonprofit corporation under the laws of the State of Florida, have executed these Restated Articles of Incorporation this 22 day of April, 2002.

Claudine Bacher
54 Tarpon Lane, Key Largo, Florida 33037

Donna Bosold

Nancy T. Broll
15 Pumpkin Key Lane, Key Largo, FL 33037

Rebecca Dickinson
15 Perky Road, Key Largo, FL 33037

Evelyn Gosko
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Pat Howard
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Jean Hunt
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Barbara M. Jacobs
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Caroline Kelm
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22 South Road, Key Largo, Florida 33037

Michel Williams
38 Card Sound Road, Key Largo, Florida 33037

2018

Caroline Kelm
15 West Snapper Point Drive, Key Largo, Florida 33037

Marjorie Leenhouts
41 Island Drive, Key Largo, Florida 33037

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Alexander J. Vogl
22 Sunset Cay Road, Key Largo, Florida 33037

Frederick B. Wells
22 South Road, Key Largo, Florida 33037

Michel Williams
38 Card Sound Road, Key Largo, Florida 33037

2045

Caroline Kelm
15 West Snapper Point Drive, Key Largo, Florida 33037

Marjorie Leenhouts
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Mary F. McCollum
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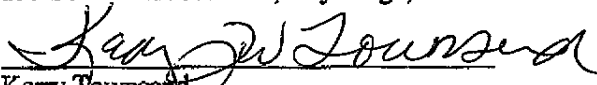
Marjorie Leenhouts
41 Island Drive, Key Largo, Florida 33037

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12 Osprey Lane, Key Largo, Florida 33037

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Frederick B. Wells
22 South Road, Key Largo, Florida 33037

Michel Williams
38 Card Sound Road, Key Largo, Florida 33037

 4/26/02
 Donna Ann Reid
My Commission DD092821
Expires February 18, 2006

STATE OF Florida
COUNTY OF Monroe

BEFORE ME, the undersigned authority, personally appeared the following persons to me known to be the persons who executed the foregoing Amended Articles of Incorporation and they acknowledged to and before me that they executed such instrument.

List Names: BARBARA M. JACOBS

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 23 day of APRIL, 2002.



K.E. Mead
Notary Signature
K.E. MEAD
Printed Notary Name
My commission expires:

STATE OF FLORIDA
COUNTY OF MONROE

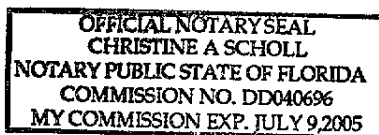
BEFORE ME, the undersigned authority, personally appeared the following persons to me known to be the persons who executed the foregoing Amended Articles of Incorporation and they acknowledged to and before me that they executed such instrument.

List Names:

IN WITNESS WHEREOF, I have hereunto set my hand and seal this ^{CAS} 24 day of APRIL, 2002.

Christine A. Scholl
Notary Signature
CHRISTINE A. SCHOLL
Printed Notary Name
My commission expires:

7/9/2005



3CAS

STATE OF Florida
COUNTY OF Monroe

BEFORE ME, the undersigned authority, personally appeared the following persons to me known to be the persons who executed the foregoing Amended Articles of Incorporation and they acknowledged to and before me that they executed such instrument.

List Names:

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22 day of April, 2002.

Christine A. Scholl

Notary Signature

CHRISTINE A SCHOLL

Printed Notary Name

My commission expires:

3018

STATE OF Florida
COUNTY OF Monroe

BEFORE ME, the undersigned authority, personally appeared the following persons to me known to be the persons who executed the foregoing Amended Articles of Incorporation and they acknowledged to and before me that they executed such instrument.

List Names:

Cynlee Swenson

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 23rd day of April, 2002.

Nancy Eaves
Notary Signature

Nancy EAVES
Printed Notary Name

My commission expires:



Nancy Eaves

My Commission CC865588

Expires October 6, 2003

STATE OF Florida
COUNTY OF Monroe

BEFORE ME, the undersigned authority, personally appeared the following persons to me known to be the persons who executed the foregoing Amended Articles of Incorporation and they acknowledged to and before me that they executed such instrument.

List Names:

Kenny W Townsend

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26th day of April, 2002.

Donna Ann Reid

Notary Signature

Donna Ann Reid

Printed Notary Name

My commission expires: February 18, 2006



Donna Ann Reid
My Commission DD092821
Expires February 18, 2006

CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION

OF

THE KEYS CHILDREN'S FOUNDATION, INC.

The undersigned, as Secretary of THE KEYS CHILDREN'S FOUNDATION, INC., a Florida nonprofit corporation, does hereby certify that the following restatement of this corporation were duly adopted at a meeting of the Board of Directors held on the 9th day of April, 2002, by unanimous written consent of the Board of Directors, there being no members, who are authorized by the laws of the State of Florida on the 9th day of April, 2002.

RESOLVED as follows:

The attached RESTATED ARTICLES OF INCORPORATION shall be adopted in its entirety.

THE KEYS CHILDREN'S FOUNDATION, INC.

Dated: April 9, 2002

By:

Navay Locker
Secretary

Corporate Seal

2002 JUN 20 PM 1:14

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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 Keys Children's Foundation, Inc.
2. The name and address of the Registered Agent and office is:

Sandra T. Lynn, Esq.
830 N. Krome Avenue
Homestead, FL 33030

Avelyn F. Grocho
President
6/10/02
Date

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 do 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.

Sandra T. Lynn, Esq.
4/15/02
Date