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TO: DIVISION OF CORPORATIONS
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DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION

NAME: OLD FIRE HOUSE PRESERVATION, INC.

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Handwritten signature and date 4/4

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ARTICLES OF INCORPORATION

OR

Old Fire House Preservation, Inc.

(A Corporation Not for Profit)

I, the undersigned, acting as incorporator of a corporation, being a natural person of the age of twenty-one years or more and citizen of the United States pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation of such corporation:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be:

Old Fire House Preservation, Inc.

ARTICLE II

DURATION

The period of the duration of this corporation shall be perpetual, unless dissolved according to law. The effective date shall be the date of the filing with the Florida Secretary of State.

ARTICLE III

PURPOSES, POWERS & LIMITATIONS

1. The corporation is organized under a non-stock basis exclusively for charitable, scientific and educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code of 1906, as amended and hereafter amended (the "Code"), and the corporation shall have such powers as are necessary or proper to accomplish such purposes.

2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any individual, member, director, officer, or private person, except that the corporation

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Florida Bar No. 251021

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shall be authorized and empowered to pay reasonable compensation for services rendered, based on the nature of the corporation, and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

3. No substantial part of the activities of the corporation shall be devoted to 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.

4. The corporation is empowered to accept donations from corporations, individuals, grants from non-profit organizations worldwide, city & county government donations, state donations, U.S. government and foreign government donations or grants.

5. Subject to the purposes described in paragraph 1. of this Article III, the corporation is organized primarily for the purpose of providing resources and assistance for the preservation and enhancement of the old Fire House situated in the city of Key West, Florida at 1026 Grinnell Street, Key West, Florida, and for the enhancement of the historical, educational cultural and recreational facilities, programs, and related services offered at the said Fire House, and for the purpose of transacting any and all lawful business for which corporations may be formed under applicable Florida law.

6. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2), or (c) by a non-profit corporation organized under the laws of the State of Florida pursuant to Chapter 617, Florida Statutes.

7. Subject to and in accordance with Florida Statutes Section 617.0105, the corporation, during any period when it is a "private foundation" under Code Section 509(a), shall not (1) engage in any act of self-dealing as defined in Code Section 4941(d) which would give rise to any liability for the tax imposed by Code Section 4941(a), (2) retain any excess business holdings as defined in Code Section 4943(c) which would give rise to any liability for the tax imposed by Code Section 4943(a), (3) make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Code Section 4944 so as to give rise to any liability for the tax imposed by Code Section 4944, (4) make any

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taxable expenditures as defined in Code Section 4945(d) which would give rise to any liability for the tax imposed by Code Section 4945(a), nor (5) fail to distribute, for the purposes specified in these articles, for each taxable year amounts at least sufficient to avoid liability for the tax imposed by Code Section 4942(a).

ARTICLE IV

MEMBERS

The provisions for categories of members and their respective privileges, qualification of members and the manner of their election shall be provided in the bylaws.

ARTICLE V

BOARD OF DIRECTORS

1. The corporation shall be managed by the Board of Directors. This corporation shall have three (3) directors initially who will be designated as a board of directors. The number of directors may be varied from time to time, by the by-laws, but shall never be less than three (3).
2. The members of the Board of Directors must be employed by or serve on the Board of Directors of corporations which are participating members of the corporation.
3. Directors shall be elected and hold office in accordance with the by-laws.
4. The names and addresses of the persons who are to serve as the initial directors of the corporation are:

NAME	ADDRESS
Alex Vega	2410 Flagler, Key West, Florida
Tim Fahey	2713 Harris, Key West, Florida
Ed Castro	1605 Bahama, Key West, Florida
Lee Dodaz	901 Duval, Key West, Florida
Molly Wrolly	1512 Ashby, Key West, Florida
Wright Langley	821 Georgia, Key West, Florida

ARTICLE VI

DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which

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themselves are exempt organizations described in Code Sections 501(c)(3) and 170(c)(2) or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusively public purposes.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is:

Valerio F. Settles, Esquire
Kowler, White, Burnett, Hurley, Danick & Strickroot, P.A.
International Place, 17th Floor
100 S.E. Second Street
Miami, Florida 33131-1101

ARTICLE VIII

MEETINGS

1. The annual meeting for the election of members of the Board of Directors shall be held as provided in the by-laws.
2. The corporation may provide in its by-laws for the holding of additional regular meetings and any special meetings and shall provide notice of all such meetings.
3. Three (3) members shall constitute a quorum for the holding of any meetings of the directors.

ARTICLE IX

BY-LAWS

1. The Board of Directors of this corporation may provide such by-laws for the conduct of its business and the carrying out of its purpose as they may deem necessary from time to time.
2. Upon proper notice the by-laws may be amended, altered or rescinded by a majority vote of those directors present at a regular meeting or any special meeting called for that purpose.

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ARTICLE X

AMENDMENTS

1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a majority vote.
2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the by-laws, of intention to submit such amendments.

ARTICLE XI

REGISTERED OFFICE AND AGENT

The principal office and the initial registered office of this corporation shall be at 100 S.E. 2nd Street, Seventeenth Floor, Miami, Florida 33131-1101, and the name of its initial registered agent shall be Valerie Fernandez Sottlon, 100 S.E. 2nd Street, Seventeenth Floor, Miami, Florida 33131-1101.

ARTICLE XII

OFFICERS

1. The officers of the corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as may be provided in the by-laws and will be elected at the annual meeting of the Board of Directors or as provided in the by-laws.
2. The officers of the corporation may receive compensation as defined by the by-laws of the corporation and may be modified by the Board of Directors from time to time as set forth by the by-laws.

ARTICLE XIII

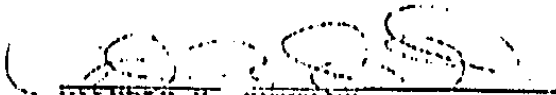
INDEMNIFICATION

1. The private property of the officers, directors and members of this corporation shall not be liable for its corporate debts. To the extent permitted by Florida Statutes and by the applicable provisions of the Internal Revenue Code and regulations governing 501(c)(3) organizations, the corporation shall indemnify and defend its officers and its directors and members from and against liability arising from their offices or for their acts on behalf of the corporation.

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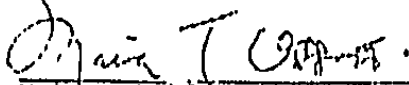
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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24 day of March, 1995.


VALERIE F. SKITTLE

STATE OF FLORIDA)
COUNTY OF DADE)

THE FOREGOING instrument was acknowledged and sworn to before me this 24 day of March, 1995, by Valerie F. Skittle, who is personally known to me.


Notary Public (Sign)

(Print)

My Commission Expires:

NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION NO. 123456789
EXPIRATION DATE 12/31/99

 ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named as Registered Agent for the above-stated corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of law in relation thereto.


VALERIE FERNANDEZ SETTERS

FILED
MAR-6 AM 10:15
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TALLAHASSEE, FLORIDA

ENCLOSURE ARTICLES 1715

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