

# 746333

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Restated*

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JUN - 8 2010

**CARL HANSON, P.A.**  
ATTORNEY AT LAW  
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HOMESTEAD, FLORIDA 33033

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June 1, 2010

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

Re: Ocean Reef Art League, Inc. (Document Number 746333)

Dear Sirs:

Enclosed for filing is the original of the certification of Kathryn H. Pluhar, President of the above referenced corporation, regarding the restated Articles of Incorporation for the above referenced entity. A copy of the restated Articles is attached to the certification.

Also enclosed is a check from the Art League in the amount of \$35.00, representing the filing fee for the amendment.

Ocean Reef Art League, Inc. has conducted its affairs as a Florida not for profit corporation since its formation on March 20, 1979. The restated Articles of Incorporation make no substantive changes to the current Articles. Instead, it was the desire of the leaders of the organization to "clean up" certain of the inconsistencies between the Articles and the By Laws under which the entity was operating, and to make other non-substantive changes to the Articles.

Please contact the undersigned in the event you have any questions regarding the enclosed document.

Sincerely,



Carl Hanson

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Enclosures

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**RESTATED ARTICLES OF INCORPORATION  
OF OCEAN REEF ART LEAGUE, INC.  
(Document Number 746333)**

FILED  
2010 JUN -4 PM 12:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provision of Section 617.1007 of the Florida Corporations Not For Profit Act, the undersigned corporation adopts Restated Articles of Incorporation.

1. The name of the corporation is OCEAN REEF ART LEAGUE, INC.
2. A true and correct copy of the Restated Articles of Incorporation is attached hereto, marked as Exhibit A and made a part hereof.
3. The Restated Articles of Incorporation made minor amendments to the Articles of Incorporation and, therefore, required Member approval.
4. The Restated Articles of Incorporation were adopted by the Members of Ocean Reef Art League, Inc. on the 14<sup>th</sup> day of April, 2010, pursuant to the requirements of the Articles of Incorporation and the By Laws of the corporation and in the manner prescribed by Section 617.1002 of the Florida Corporations Not For Profit Act, and the number of votes cast by the Members was sufficient for approval of the Restated Articles of Incorporation.

DATED: April 29<sup>th</sup>, 2010

OCEAN REEF ART LEAGUE, INC.,  
a Florida Corporation Not for Profit

Attest:

Joanne Thomas  
Joanne Thomas, Secretary

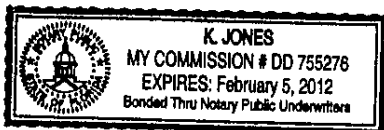
By: Kathryn H. Pluhar  
Kathryn H. Pluhar, President

STATE OF FLORIDA     }  
COUNTY OF MONROE    }

I HEREBY CERTIFY that on this 29<sup>th</sup> day of April, 2010, personally appeared Kathryn H. Pluhar and Joanne Thomas as President and Secretary respectively of Ocean Reef Art League, Inc., who are personally known to me or who have produced a copy of their State Driver's License as identification and who did take an oath, as being the persons described in and who executed the foregoing instrument and acknowledged before me that they executed the same of their own free will.

(S E A L)

My Commission Number: DD 755276  
My Commission Expires: Feb 5, 2012



K. Jones  
Notary Public, State of Florida  
Kikodi Jones  
Printed Name of Notary Public:

*Restated*  
**ARTICLES OF INCORPORATION  
OF  
OCEAN REEF ART LEAGUE, INC.**

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida applicable to corporations not for profit, under the following Articles of Incorporation.

**ARTICLE I  
NAME**

The name of this nonprofit corporation shall be OCEAN REEF ART LEAGUE, INC., located at 120 Anchor Drive, Ocean Reef Club, Key Largo, Monroe County, Florida with a mailing address at 24 Dockside Lane, #182, Key Largo, FL 33037.

**ARTICLE II  
REGISTERED AGENT**

The name and address of the registered agent of the corporation is: Carl Hanson, 1850 Old Dixie Highway, Homestead, Florida 33033.

**ARTICLE III  
PURPOSE**

This nonprofit corporation is organized and shall be operated exclusively for charitable, educational and cultural purposes, and for these purposes and no other, in accordance with Section 501(c)(3) of the Internal Revenue Code or the corresponding Section of any future Federal Tax Code. The general purposes of the corporation shall be:

- 1 To develop, foster, encourage and support an interest in and appreciation of the creative arts at Ocean Reef.
- 2 To provide space and opportunities for creating art.
- 3 To provide space and opportunities for exhibiting art.
- 4 To provide opportunities for the residents of the Ocean Reef Club to see, hear and appreciate all of the creative arts.

**501(c)(3) LIMITATIONS**

**1. CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

**2. EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

**3. NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

**4. LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

#### **ARTICLE IV MEMBERSHIP**

Membership shall be open to any persons deemed eligible as set forth in the By-Laws of the corporation.

#### **ARTICLE V TERM OF EXISTENCE**

This corporation shall have perpetual existence or until such time as it may be dissolved by law.

#### **ARTICLE VI BY-LAWS**

The By-Laws of the Corporation shall be adopted by the general membership.

## ARTICLE VII SUBSCRIBERS

The name and residence of each subscriber to the initial Articles of Incorporation were as follows:

Marian Blacklidge  
19 Channel Cay Road  
Key Largo, FL 33037

Dorothy Rouse  
33 Snapper Point East  
Key Largo, FL 33037

Frankie Hendricks  
49 Spadefish Lane  
Key Largo, FL 33037

Jean Vanderberg  
42-A Angelfish Cay  
Key Largo, FL 33037

Ralph Hansen  
7 Andros Road  
Key Largo, FL 33037

## ARTICLE VIII ORGANIZATION

The business affairs and management of this corporation shall be conducted by the Board of Directors. The Board of Directors shall be the governing body and shall manage the affairs of the corporation; shall transact all business between meetings of the general membership and shall approve all official forms and publication utilized by the corporation; shall recommend, approve and adopt policies and programs and recommend to the general membership such items for its consideration as the Board of Directors deems proper and necessary to conduct the affairs of the corporation. In addition to the above duties and not in limitation thereof, the Board of Directors shall have such duties, authority and responsibility as may be set forth in the By-Laws of the corporation.

The officers of the corporation shall be selected under procedure provided in the By-laws.

## ARTICLE IX BOARD OF DIRECTORS

The Board of Directors shall be elected by a vote of the general membership at the Annual Meeting of the corporation, under procedure provided in the By-Laws.

## ARTICLE X AMENDMENTS

These Articles of Incorporation and the By-Laws may be altered or amended in whole or in part at any meeting of the general membership as provided in the By-Laws. Any action to alter, amend or rescind these Articles or the By-Laws of the corporation must be conducted at a general membership meeting which may only be convened in the period between November 3 and April 15.

## ARTICLE XI INDEMNIFICATION

The indemnification of Officers and Directors of the Corporation shall be as provided in the By-Laws.

## ARTICLE XII DISPOSAL OF ASSETS UPON DISSOLUTION

In the event of the dissolution of the corporation, any assets remaining after payment of all debts and liabilities shall be distributed only for charitable and educational purposes or to such organizations as shall be organized and operated for such purposes and exempt from the payment of federal income taxes under the provisions of Section 501(c)(3) of the Internal Revenue Code. or hereafter provided by law. Assets available for distribution shall be ascribed to any 501(c)(3) organization existing at the Ocean Reef Club for the similar purposes of fostering, encouraging and supporting the visual arts (excluding cinema); or there being no such organization to the University of Miami Department of Fine Arts. This provision may not be amended in any manner which would not insure the distribution of the assets of the corporation for charitable and educational purposes to an organization recognized as exempt under Section 501(c)(3) of the Internal Revenue Code or any successor, rules, regulations or legislation, as the same may be defined by the laws of the United States of America, the Internal Revenue Service, its rules and regulations and the laws of the State of Florida.