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DIVISION OF CORPORATIONS
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Amend & Rest.

C.COULLIETTE

MAY 06 2011

EXAMINER

CHRISTOPHER B. WALDERA, P.A.

ATTORNEY AT LAW
11300 OVERSEAS HIGHWAY, SUITE ONE
MARATHON, FLORIDA 33050
TELEPHONE (305) 289-2223
FACSIMILE (305) 289-2249
email cwaldera@aol.com

April 29, 2011

SENT VIA COURIER

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Gentlemen:

Re: Middle Keys Concert Association, Inc.

Enclosed are two copies of Amended and Restated Articles of Amendment for the above referenced corporation for filing with the Secretary of State. Please file the enclosed Articles as soon as possible.

Also enclosed is a check in the amount of \$35 made payable to the Secretary of State to cover the applicable filing fees.

Please have one of the enclosed copies file stamped by the Secretary of State and return it to the undersigned in the enclosed envelope. If you have any questions or require anything further with respect to this matter, please call me.

Very truly yours,



Christopher B. Waldera

CBW:MSA

Encs.

The Middle Keys Concert Association, Inc.
P.O. Box 522636
Marathon Shores, FL 33052-2636

FILED
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DIVISION OF CORPORATIONS
11 MAY -2 AM 8:16

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MIDDLE KEYS CONCERT ASSOCIATION, INC.

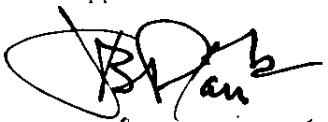
Pursuant to the provisions of section 617.1007, Florida Statutes, MIDDLE KEYS CONCERT ASSOCIATION, INC., a Florida corporation (the "Corporation") hereby submits the following certificate in conjunction with the adoption and filing of the attached Corporation's Amended and Restated Articles of Incorporation:

1. The name of the Corporation is MIDDLE KEYS CONCERT ASSOCIATION, INC.
2. The attached Amended and Restated Articles of Incorporation of MIDDLE KEYS CONCERT ASSOCIATION, INC. contain amendments to the Corporation's Articles of Incorporation which require member approval.
3. The Board of Directors of the Corporation adopted resolutions setting forth the proposed amendments to the Articles of Incorporation of the Corporation, declaring said amendments to be advisable and proposed said amendments to the members of the Corporation for consideration thereof.
4. The resolution setting forth the proposed amendments is as follows:

The Corporation shall change the criteria for membership in the corporation as provided in the Corporation's Articles of Incorporation by filing Amended and Restated Articles of Incorporation substantially in the form attached hereto as Exhibit A with the Department of State of the State of Florida.

5. The date on which the amendment was adopted by the members of the Corporation in accordance with Florida Statutes §607.1003 was ~~March~~ APRIL 11, 2011.

6. The total number of members entitled to vote on the amendment was 13. The affirmative number of votes required for adoption is 12. The total number of votes cast for approval of the amendment was 12.


Claudia Homrick

11 MAY -2 AM 8:16

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MIDDLE KEYS CONCERT ASSOCIATION, INC.**

Pursuant to section 617.1007, Florida Statutes, MIDDLE KEYS CONCERT ASSOCIATION, INC. (the "Corporation") hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I

The name of the corporation is MIDDLE KEYS CONCERT ASSOCIATION, INC.

ARTICLE II

The principal place of business of the Corporation is 550 122nd Street Ocean, Marathon, Florida 33050 and the mailing address of the Corporation is Post Office Box 522636, Marathon Shores, Florida 33052-2636, or as otherwise designated by the Board of Directors.

ARTICLE III

The purpose for which the corporation is formed and the business and the objects to be carried on and promoted by it are as follows:

1. The purposes for which the corporation is organized are to receive contributions of tangible and intangible property and real or personal property subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for building and maintaining a permanent musical concert audience in Marathon Florida and its surrounding area and any other locations throughout the Florida Keys as the Board of Directors shall from time to time determine appropriate, to cultivate in the residents of the Florida Keys interest in music and to encourage the performance of music by qualified artists throughout the Florida Keys, to provide an opportunity for the residents of the area of Marathon, Florida and throughout the Florida Keys to attend concerts and recitals in the local area and to foster and encourage public appreciation of music and the teaching of music, history of music and music appreciation in public and private schools in Marathon, Florida and throughout the Florida Keys through charitable, literary or educational means and including but not limited to contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations pursuant thereto as they now exist or as they may hereafter be amended.

2. The specific purpose for which the corporation is organized shall be to provide and sponsor musical programs for the education of the public to understand and foster an appreciation of music in Marathon, Florida and throughout the Florida Keys.

3. To engage in any operation incidental to and essential to carry out the purposes above mentioned.

4. To solicit funds and donations in kind and from time to time to further the purposes of this corporation.

5. To acquire and receive by purchase, donation or otherwise, any property, real, personal or mixed, and to hold, use and dispose of the same.

6. To borrow money and to issue evidences of indebtedness in furtherance of any or all of the objects of its business and to secure loans by mortgage, pledge, deed of trust or other lien.

7. To apply for, obtain and contract with any federal, state or local government or agency for a direct loan or loans of other financial aid in the form of grants or otherwise relating to the purposes of this corporation.

8. To engage in any kind of activity and to enter into, perform and carry out contracts of any kind necessary or in connection with or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.

9. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any Director or Officer of the corporation or any member of the corporation or any other private individual (except reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes) and no Director or Officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

10. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

11. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all 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 or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

12. The corporation shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida and By Laws and shall exercise those powers in the accomplishment of its objectives and purposes.

ARTICLE IV

Membership in this corporation shall consist of adults who are interested in accomplishing the objectives as set forth in Article III, infra. The membership as hereinabove set forth shall consist solely of the Board of Directors. In the determination of whether an individual qualifies and should be thus entitled to membership, the Officers of this Corporation shall abide by the By-Laws promulgated by the Board of Directors in determining whether any certain individual qualifies in accordance with the criteria herein established. It is hereby expressly provided that said By-Laws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation or which would disqualify this corporation's qualification as an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

The By-Laws may impose other conditions of membership from time to time.

ARTICLE V

The Board of Directors shall consist of not less than nine (9) nor more than twenty-five (25) members. The manner in which the directors are elected or appointed shall be:

1. In the event of a vacancy the remaining director or directors may appoint a replacement director or directors to complete the term of the director or directors vacancy.

2. Election of the office of director whose term of office expires shall be held at the corporation's annual meeting and/or as may otherwise be determined by the Board of Directors. The term of office for each director shall be one (1) year or as may be provided by the By-Laws.

Except as set forth herein or as set forth in the By-Laws of the Corporation, all of the members of the Board of Directors shall constitute persons who reside in Marathon, Florida or its immediately surrounding area for a minimum of two (2) months during the calendar year. For purposes of this paragraph, Marathon, Florida and its immediately surrounding area shall mean that area of Monroe County, Florida lying between mile marker 47 on the west and mile marker 66 on the east and bounded by the Atlantic Ocean on the south and the Gulf of Mexico on the north.

The Board of Directors may have a maximum of one member who resides at least two (2) months per year within a radius of 20 miles from each venue for a concert series located outside of Marathon and its immediately surrounding area.

The directors and officers of the Association shall serve without pay.

ARTICLE VI

The name and street address of the initial registered agent following the filing of these Amended and Restated Articles of Incorporation shall be:

John F. Berrigan
2121 Avenue H
Marathon, Florida 33050

ARTICLE VII

The affairs of the corporation shall be managed by an Executive Committee which shall be comprised of the President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, Program Director and President emeritus and such other officers as may from time to time be created by the Board of Directors.

ARTICLE VIII

These Articles of Incorporation may be amended by the affirmative vote of two-thirds of the Board of Directors present at any special meeting of the Board of Directors called for that purpose, after first giving at least ten (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval by the affirmative vote of two-thirds of the Board of Directors present at such special meeting.

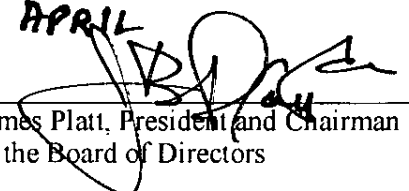
ARTICLE IX

The By-Laws of the corporation may be amended from time to time by a majority vote of the Board of Directors at any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting.

ARTICLE X

The corporation shall hold an annual meeting of the Board of Directors within ninety (90) days of the end of its fiscal year as determined by the Board of Directors. At such meeting Directors shall be elected or appointed in accordance with the By-Laws.

IN WITNESS WHEREOF, the undersigned have executed these Amended and Restated Articles of Incorporation this 11 day of ~~MARCH~~ **APRIL**, 2011.


James Platt, President and Chairman
of the Board of Directors