

NO 0000002833

SPOTTSWOOD, SPOTTSWOOD AND SPOTTSWOOD
ATTORNEYS AND COUNSELORS AT LAW
500 FLEMING STREET
POST OFFICE BOX 1900
KEY WEST, FLORIDA 33041-1900

JOHN M. SPOTTSWOOD, JR.
WILLIAM B. SPOTTSWOOD

April 25, 2000

OF COUNSEL:
JOHN M. SPOTTSWOOD (1920-1975)

FILED
00 APR 26 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE
305 - 294 - 9556
TELECOPIER
305 - 292 - 1982

Division of Corporations
Secretary of State
409 E. Gaines Street
Tallahassee, FL 32301

200003225092--8
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*****78.75 *****78.75

RE: Class of '68, Inc.

Dear Sir:

Enclosed you will find the original and one copy of the Articles of Incorporation on the above referenced for filing with your office. I have also enclosed my check in the amount of \$78.75 as payment for the filing fee and a certified copy of the Articles. If I can be of any further assistance to you concerning this matter, please call me or my secretary, Robin Gedmin.

Thanking you for your assistance with this matter, I am,

Sincerely,


JOHN M. SPOTTSWOOD, JR.

JMSjr/rrg

Enclosures

Federal Express

S. Thompson APR 27 2000

ARTICLES OF INCORPORATION
OF
Florida Nonprofit Corporation

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TALLAHASSEE FLORIDA

ARTICLE I

Corporate Name, Principal Office and Mailing Address

The name of the corporation is CLASS OF '68, INC. The principal office of this corporation is 3431 Riviera Drive, Key West, FL 33040. The mailing address of this corporation is 3431 Riviera Drive, Key West, FL 33040.

ARTICLE II

Corporate Nature

This is a nonprofit corporation, organized solely for general religious purposes pursuant to the Florida Corporation 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 advance of religion, charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. To operate exclusively in any other manner for such religious, charitable and educational 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, as amended, including private foundations and private operating foundations.

ARTICLE V

Authorized Membership Certificates

A. This corporation shall be authorized to issue one hundred (100) membership certificates.

B. All membership certificates issued by the corporation shall contain a statement on the face thereof that it is a nonprofit corporation.

C. Except as otherwise prescribed by Florida law, each membership certificate shall entitle the holder thereof to one vote.

ARTICLE VI

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, consisting of not less than three (3) persons. The number of Directors of the corporation shall be ten (10) and the manner of election shall be provided for in the By-Laws and that such number of directors may be changed by a By-Law 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 one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 3431 Riviera Drive, Key West, Florida, on May 1 of each year at 6:00 P.M., or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required be permitted to be taken by one 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 By-Laws 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 such initial members of the Board of Directors are as follows:

Robin R. Gedmin	3431 Riviera Drive Key West, FL 33040
Sheila Sands	1613 South Street Key West, FL 33040
Steve Luoma	1410 Ashby Street Key West, FL 33040
Ann McDonald	1705 Von Phister Street Key West, FL 33040
Steve Henson	1415 Atlantic Boulevard Key West, FL 33040

Paul Marchan

3328 Flagler Avenue
Key West, FL 33040

Steve Strunk

8 Driftwood Drive
Key West, FL 33040

Debra Yates Jungles

1205 Von Phister Street
Key West, FL 33040

John M. Spottswood, Jr.

522 Caroline Street
Key West, FL 33040

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time.

Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

President: Robin R. Gedmin

3431 Riviera Drive
Key West, FL 33040

Vice President: Sheila Sands

1613 South Street
Key West, FL 33040

Secretary: Steve Luoma

1410 Ashby Street
Key West, FL 33040

Treasurer: Ann McDonald

1705 Von Phister Street
Key West, FL 33040

ARTICLE VII

Earnings and Activities of Corporation

A. No part of the net earnings of the corporation shall inure

to the benefit of, or be distributable to its members, 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 corporations 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 VIII

Distribution of Assets

Upon 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, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

Membership

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

ARTICLE X

Subscribers

The name and residence addresses of the Subscribers of this corporation are as follows: (a minimum of one (1) only is required)

Robin R. Gedmin

3431 Riviera Drive
Key West, FL 33040

ARTICLE XI

Amendment of By-Laws

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation. By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE XII

Dedication of Assets

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

ARTICLE XIII

Registered Agent and Office

The address of the corporation registered office shall be 500 Fleming Street, Key West, FL 33040, and the name of its registered agent at said address shall be John M. Spottswood, Jr.

ARTICLE XIV

Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

I, the undersigned, being the Subscriber and Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws the State of Florida, have executed these Articles of Incorporation, this 25th day of April, 2000.

Signed, sealed and delivered
in the presence of:

Jo Palston Tickle
Witness

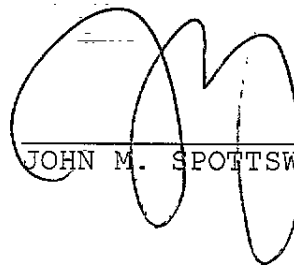
Robin R. Gedin
ROBIN R. GEDMIN

Angela Lucido
Witness

ACCEPTANCE OF APPOINTMENT

Having been named as Resident Agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby 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.

Dated: April 25, 2000



JOHN M. SPOTTSWOOD, JR.

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