



ATTORNEYS AT LAW
THE ANDERSEN FIRM

A PROFESSIONAL CORPORATION

MILE MARKER 6 OF U.S. 1
 501 WHITEHEAD STREET
 KEY WEST, FL 33040-6585
 TELEPHONE: 305.296.8480
 FACSIMILE: 305.293.7825
 TOLL FREE: 888.539.8789
 E-MAIL: postmaster@taflaw.com

HISTORIC CHURCH CIRCLE
 POST OFFICE DRAWER 88
 KINGSPORT, TN 37662-0088
 TELEPHONE: 423.378.3040
 FACSIMILE: 423.378.5773
 TOLL FREE: 800.378.5912
 E-MAIL: postmaster@taflaw.com

HISTORIC MORGAN SQUARE
 111 NORTH MAIN STREET
 GREENEVILLE, TN 37743-4919

TELEPHONE: 423.636.3130
 FACSIMILE: 423.636.3131
 TOLL FREE: 800.378.5912
 E-MAIL: postmaster@taflaw.com

100TH STREET CENTER
 10095 OVERSEAS HIGHWAY
 MARATHON, FL 33050-3336

TELEPHONE: 305.289.8707
 FACSIMILE: 305.743.9439
 TOLL FREE: 888.539.8789
 E-MAIL: postmaster@taflaw.com

REPLY TO: KEY WEST OFFICE

June 26, 2000

VIA FEDEX #816960924128

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

Re: Keys Colony for the Arts, Inc.

Dear Sir or Madam:


Please find enclosed two (2) duplicate original Articles of Incorporation for the above referenced corporation, and a check in the amount of \$87.50, representing the following:

Filing fee	35.00
Designation of Registered Agent	35.00
Certificate of Status	8.75
Certified Copy	8.75
Total.....\$87.50

Please file one set of originals and return one certified copy along with the certificate of status to the undersigned in the enclosed stamped and self-addressed envelope.

Sincerely,

THE ANDERSEN FIRM
 A PROFESSIONAL CORPORATION


 Kenneth Biskner, Esq.

Enclosures

NO0000004358

FILED
 00 JUN 27 PM 11:48
 TALLAHASSEE FLORIDA

200003305902--1
 --06/27/00--01032--010
 *****87.50 *****87.50

Thomson JUN 28 2000

FILED
00 JUN 27 PM 4:48
STATE OF FLORIDA
TALLAHASSEE

**ARTICLES OF INCORPORATION OF
KEYS COLONY FOR THE ARTS, INC.
(a corporation not-for-profit)**

The undersigned, acting as incorporator of a corporation not-for-profit pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I
Name**

The name of the corporation (hereinafter referred to as "Corporation") shall be "Keys Colony For the Arts, Inc."

**ARTICLE II
Principal Place of Business and Street Address**

The street and mailing address of the initial principal office of the Corporation shall be 501 Whitehead Street, Key West, Florida 33040.

**ARTICLE III
Purposes**

The Corporation is organized exclusively for charitable purposes; including, for such purposes, without limitation, the following:

- a. the establishment and operation of an art colony in Monroe County, Florida,
- b. the stimulation of greater governmental and public awareness and support of the arts in Monroe County, Florida,
- c. the efficient use of public and private resources for the development and support of the arts in Monroe County, Florida, and
- d. the creation of opportunities for artists to participate in artistic activities and develop their artistic talents.

**ARTICLE IV
Corporate Powers; Limitations**

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 this article.

No substantial part of the activities of the Corporation shall be the carrying on of propoganda, 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 or in opposition to any candidate for public office.

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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (c) by a nonprofit corporation organized under the laws of the State of Florida.

ARTICLE V Dissolution

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the net assets of the Corporation to such organization or organizations organized and operated exclusively for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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 said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI Board of Directors

The affairs of the Corporation shall be managed by a board of directors, which shall consist of not less than three (3) nor more than seven (7) persons. The board of directors shall meet not less frequently than once each year and be elected according to the bylaws.

ARTICLE VII Initial Board of Directors and Officers

The names and addresses of the persons who are the initial directors and officers of the Corporation are as follows:

William E. Andersen	Director/President	501 Whitehead Street Key West, Florida 33040
---------------------	--------------------	---

Michael Ingram	Director/Vice-President	604 Whitehead Street Key West, Florida 33040
Donald Craig	Director/Secretary	P.O. Box 372 Key West, Florida 33041
Sandra Roberts	Director/Treasurer	600 White Street Key West, Florida 33040

**ARTICLE IX
Incorporator**

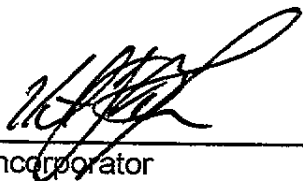
The name and address of the incorporator is: Kenneth J. Biskner, Jr.
501 Whitehead Street
Key West, FL 33040

**ARTICLE X
Registered Office and Agent**

The initial registered office of the Corporation shall be located at 501 Whitehead Street, Key West, Florida 33040, and the registered agent of the Corporation, upon whom process may be served at such address, shall be The Andersen Firm, 501 Whitehead Street, Key West, Florida 33040.

A Professional Corporation

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 26th day of June, 2000.



Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF MONROE)

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Kenneth J. Biskner, Jr., known to me to be the person who executed the foregoing articles of incorporation, and acknowledged before me that he executed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 26th day of June, 2000.

Kathryn Grace Fleming

Notary Public, State of
Florida at Large

My Commission expires: *5/7/04*



Kathryn Grace Fleming
MY COMMISSION # CC933907 EXPIRES
May 7, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

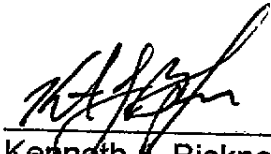
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of § 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement to designate the registered agent and registered office, in the State of Florida.

1. The name of the corporation is Keys Colony for the Arts, Inc.
2. The name and address of the registered agent and office is:

The Andersen Firm, A Professional Corporation
501 Whitehead Street
Key West, FL 33040

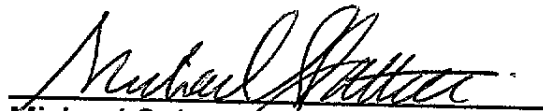
FILED
00 JUN 27 PM 4:48
TALLAHASSEE FLORIDA



Kenneth S. Biskner, Jr.
Incorporator of Keys Colony for the Arts, Inc.

Date: June 26, 2000

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 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.



Michael S. Lattier
THE ANDERSEN FIRM, A PROFESSIONAL CORPORATION

Registered Agent, Keys Colony for the Arts, Inc.

Date: June 22, 2000