

Division of Corporations

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Florida Department of State

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

Marathon Environmental Association, Inc.

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ARTICLES OF INCORPORATION
of
MARATHON ENVIRONMENTAL ASSOCIATION, INC.
FLORIDA NONPROFIT CORPORATION

ARTICLE I

Corporate Name, Principal Office and Mailing Address

The name of this Corporation is: MARATHON ENVIRONMENTAL ASSOCIATION, INC. The principal office of this corporation is 737 24th Street Ocean, Marathon, Florida 33050. The mailing address of this corporation is 737 24th Street Ocean, Marathon, Florida 33050.

ARTICLE II

Corporate Nature

This is a nonprofit corporation, organized solely for general education and civic purposes, pursuant to the Florida Corporations Non 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 is to promote the improvement of water quality within Boot Key Harbor and the adjacent canals and waterways by educating boaters and the community on water quality issues, and to encourage the development of a Harbor Management Plan for Boot Key Harbor which takes into account the historic use of the harbor, the development of facilities which will ensure improvement in water quality, and the development of the Harbor for community recreational purposes.

ARTICLE V

Authorized Membership Certificates

The qualification of members and the manner of their admission shall be as follows: Any adult person over the age of eighteen years shall be eligible for membership. Persons may be elected to membership upon making written application and upon receiving the approval of a majority of members.

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- A. This corporation shall be authorized to issue 1000 membership certificates.
- B. All membership certificates issued by the corporation shall contain a statement on the face thereof that it is a nonprofit corporation. If such certificate shares are restricted as to their sale or purchase, the membership certificate shall bear a legend stating that such certificates are restricted in the manner described in the By-Laws or any agreement between the members, and that a copy of such By-Laws or agreement shall be provided to all members.
- C. Except as otherwise prescribed by Florida law, each share 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 five (5), provided however that such number 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 qualifications of the successors in office. Annual meetings shall be held at 1:00 P.M., on the first Tuesday of February of each year at 737 24th Street Ocean, Marathon, Florida, or such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or 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 documents 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.

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

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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. 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 civic or educational purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such 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 By-Laws for this corporation.

ARTICLE X

Subscribers/Officers

The names and addresses of the Subscribers/Officers of this corporation are, as follows:

Gordon G. Wyatt, Incorporator/Director/Chairman
737 24th Street Ocean, Marathon, Florida 33050

David Spaulding, Incorporator/Director
1115 Sombrero Boulevard, Marathon, Florida 33050

Carol Bartleson, Incorporator/Director /Treasurer
1710 Overseas Highway, Marathon, Florida 33050

Lauren A. Spinelli, Incorporator/Director
1115 Sombrero Boulevard, Marathon, Florida 33050

Roseann Longanecker, Incorporator/Director/Secretary
Post Office Box 504405, Marathon, Florida 33050

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ARTICLE XI
Amendment of By-Laws

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation 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 educational and civic 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's registered office shall be 2975 Overseas Highway, Marathon, Florida, and the registered agent at said address shall be Robert K. Miller.

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.

We, the undersigned, being the Subscribers and Incorporators of this corporation, for the purposes of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this day of September, 2000.

WITNESSED BY:

William F. Adams
Frances D. Spinelli

Marden H. Wyatt
Incorporator/Director/Chairman
Rose Ann Longenecker
Incorporator/Director/Secretary

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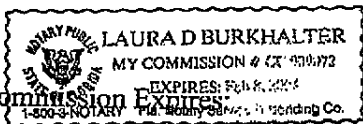
Carol M. Bartleson
Incorporator/Director/Treasurer

Lauren A. Spinelli
Incorporator/Director

David Spaulding
Incorporator/Director

STATE OF FLORIDA)
)
COUNTY OF MONROE)

The foregoing instrument was acknowledged before me this 14 day of September, 2000, by Gordon G. Wyatt, who produced known as identification; David Spaulding, who produced known as identification; Carol Bartleson, who produced known as identification; Lauren A. Spinelli, who produced known as identification; and Roseann Longanecker, who produced known as identification.



My Commission Expires

Laura D Burkhalter
Notary Public, State of Florida

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Robert K. Miller, Esq.
ROBERT K. MILLER, ESQ.
REGISTERED AGENT

9/14, 2000

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