

SEP. 22. 2004

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5/K

**FLORIDA NON-PROFIT CORPORATION**

**SEMINOLE CLUB OF THE FLORIDA KEYS, INC.**

Certificate of Status	0
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09/SEP. 22. 2004 10:40AM MAX 30 CORPORATION SVC CO: I. Cates, P.A.

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**ARTICLES OF INCORPORATION  
OF  
SEMINOLE CLUB OF THE FLORIDA KEYS, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a non profit Corporation under Chapter 617 of the Florida Statutes.

**ARTICLE I. NAME**

The name of the corporation shall be: SEMINOLE CLUB OF THE FLORIDA KEYS, INC., (hereinafter "Corporation").

**ARTICLE II. PURPOSE**

The corporation is organized exclusively for charitable, social and civic purpose including social events and meetings.

**ARTICLE III. PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 201 Front Street, Suite 110, Key West, Florida 33040 and the mailing address is the same.

**ARTICLE IV. INCORPORATOR**

The name and street address of the incorporator of this Corporation is Michelle Cates Deal whose address shall be the same as the principal office of the Corporation.

**ARTICLE V. MANNER OF ELECTION**

The manner in which the directors are appointed shall be stated in the Bylaws.

**ARTICLE VI. TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE VII. CAPITAL STOCK**

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

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**ARTICLE VIII. QUALIFICATIONS OF MEMBERSHIP**

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.

**ARTICLE IX. VOTING RIGHTS**

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

**ARTICLE X. LIABILITIES FOR DEBTS**

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

**ARTICLE XI. REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of the registered office of this Corporation is 201 Front Street, Suite 110, located in Monroe County, Key West, Florida 33040. The name and address of the registered agent of this Corporation is Michelle Cates Deal, 201 Front Street, Suite 110, Key West, Florida 33040.

**ARTICLE XII. EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE XIII. INDEMNIFICATION**

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of the attorney fees and expenses for directors, officers, employees, and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other

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enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand on this 21<sup>st</sup> day of September 2004.

By:   
Michelle Cates Deal, Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON  
WHO PROCESS MAY BE SERVED**

In pursuance of Chapter 48, Florida Statutes, the following is submitted in compliance with said statute:

That **SEMINOLE CLUB OF THE FLORIDA KEYS, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at Key West, Monroe County, Florida, has named:

Michelle Cates Deal  
201 Front Street  
Suite 110  
Key West, Florida 33040

Monroe County, State of Florida, as its agent to accept service of process within the state.

**ACKNOWLEDGEMENT**

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
Michelle Cates Deal  
Registered Agent

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