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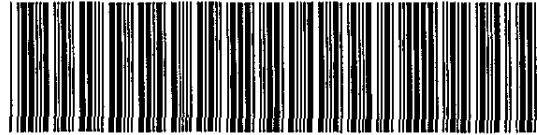
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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 TALLAHASSEE, FLORIDA

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May 20, 2005

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Upper Keys Fishing Club, Inc.

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

NEW FILINGS	
	Profit
X	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

May 23, 2005

UCC FILING & SEARCH SERVICES

SUBJECT: UPPER KEYS FISHING CLUB, INC.
Ref. Number: W05000025787

We have received your document for UPPER KEYS FISHING CLUB, INC. and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6965.

Dorine Martin
Document Specialist
New Filings Section

Letter Number: 505A00036958

Please Circle - Date
This
[Signature]

RECEIVED
05 MAY 24 PM 2:38
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
UPPER KEYS FISHING CLUB, INC.

FILED
05 MAY 20 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a not-for-profit corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation shall be:

UPPER KEYS FISHING CLUB, INC.

ARTICLE II: PLACE OF BUSINESS

The address of the principal office of this corporation shall be P.O. Box 487, Key Largo, FL 33037 and the mailing address of the corporation shall be the same.

ARTICLE III: NATURE OF BUSINESS

- A. This corporation is a not-for-profit, public benefit corporation organized under Chapter 617, Florida Statutes - the Nonprofit Public Benefit Corporation Law for charitable and educational purposes. It is not organized for the private gain of any person.
- B. This non-profit corporation's purpose is to provide an organization for the general public interested in fishing in the Florida Keys. This organization's mission is to educate, instruct and provide information, training and materials concerning the Florida Keys fishing environment, fishing conservation, catch-and-release encouragement and fishing tournaments, and to facilitate the protection of the fragile fishing environment found in the Florida Keys.
- C. This corporation is organized and operated exclusively for non-profit, educational and charitable purposes, including, but not limited to, working with other

organizations that qualify as exempt organization under Section 501(c)(3) of the Internal Revenue Code, or corresponding section(s) of any future Federal tax code.

- D. 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 or in opposition to any candidate for public office.
- E. In addition, this corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV: MANNER OF ELECTION OF DIRECTORS

The corporation is governed by a Board of Directors. The manner in which the directors are elected is by ballot at the annual meeting of the corporation. If a vacancy occurs or the board is expanded prior between annual meetings, the vacancy will be filled at a regular Board meeting by ballot. The newly elected Board member will serve out the remainder of the current year for the vacated or newly created position and will need to be re-elected at the next annual meeting following the process described in the By-Laws.

ARTICLE V: INITIAL DIRECTORS / OFFICERS

The initial directors and officers are as follows:

Serving As:	Name:	Address:
Director, Executive Director / President	Doug Jeffrey	P.O. Box 487 Key Largo, FL 33037
Director, Vice-President	Mike MacDonald	817 Third Lane Key Largo, FL 33037
Director, Treasurer / Secretary	Tom Frankovich	20 Jean La Fitte Drive Key Largo, FL 33037
Director, Incorporator	Sally Stribling	12 Bass Avenue Key Largo, FL 33037

Director

John Ohlsson

708 Garden State Lane
Key Largo, FL 33037

ARTICLE VI: REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 20 Jean La Fitte Drive, Key Largo, FL 33037, and the name of the initial registered agent of the corporation at the address is Tom Frankovich.

ARTICLE V: TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI: ASSETS OF THE CORPORATION

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 III hereof. 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 or in opposition to any candidate for public office.

ARTICLE VII: DISSOLUTION OF CORPORATON

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed 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 the Court of Common Pleas 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 VIII: AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX: INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation are:

Tom Frankovich
20 Jean La Fitte Drive
Key Largo, FL 33037

IN WITNESS WHEREOF, the undersigned, has hereunto set his hand and seal on.

Tom Frankovich
Tom Frankovich, Incorporator

5-17-05
Date

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

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.

Tom Frankovich
Tom Frankovich, Registered Agent

5-17-05
Date

FILED
05 MAY 20 PM 4: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA