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SECRETARY OF STATE  
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**COVER LETTER**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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07 JUL 27 PM 3:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT: FLORIDA KEYS SCENIC CORRIDOR ALLIANCE, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: CAROL L. MILLER  
Name (Printed or typed)

2975 Overseas Hwy  
Address

Marathon, FL 33050  
City, State & Zip

(305) 743-9428  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**THIS INSTRUMENT PREPARED BY:**  
Robert K. Miller, Esq.  
Cunningham, Miller & Williams, P.A.  
2975 Overseas Highway  
Marathon, Florida 33050  
(305) 743-9428

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
FLORIDA KEYS SCENIC CORRIDOR ALLIANCE, INC.**

**THE UNDERSIGNED**, acting for the purpose of creating a Non-Profit Corporation under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

**ARTICLE I - NAME**

1.1 The name of the Corporation is Florida Keys Scenic Corridor Alliance, Inc., which will function as a public benefit corporation.

**ARTICLE II - DURATION**

2.1 The period of duration of the Corporation shall be perpetual, unless sooner dissolved according to law.

**ARTICLE III - PURPOSES**

3.1 The purposes for which the Corporation is organized are as follows:

(a) To further the goals of the Florida Keys Scenic Highway Corridor Management Plan and the Florida Keys Overseas Heritage Trail Master Plan;

(b) To act as the Corridor Management Entity and to assist and cooperate with Local, State and Federal Governments, adjacent property owners and other organizations with an interest in promoting, developing and maintaining the Scenic Corridor, and more specifically the Florida Keys Scenic Highway and Florida Keys Overseas Heritage Trail, resource qualities in a manner consistent with the Scenic Highway designation and the State of Florida Office of Greenways & Trails standards. The importance of driving, biking, walking and/or paddling for pleasure, vacations and other forms of recreation will be enhanced by the Overseas Highway corridor serving as a source of heritage, recreation, education, healthy exercise and relaxation.

(c) To actively solicit and otherwise secure and accept gifts, grants, legacies, and devises of real property, money or any other items of value to be used directly or indirectly in the furtherance of the purposes outlined in (a) and (b) above.

(d) To actively generate broad public support and community interest in and for the promotion, development and maintenance of the Florida Keys Scenic Highway and Florida Keys Overseas Heritage Trail.

(e) To carry on such other activities as may be incidental to, or will assist in the accomplishment of, the purposes set forth above.

(f) To perform its purposes in every way to conform to the requirements of Section 501(c)(3) of the Internal Revenue Code.

#### **ARTICLE IV – MEMBERS**

**4.1** The Corporation will have one class of membership. The manner of election or appointment, the qualifications and rights of the members of the membership and any provision of the termination or forfeiture of membership shall be set forth in the Bylaws. Members, trustees, and officers shall not, individually or personally, be liable for the debts or obligations of the Corporation.

#### **ARTICLE V - STOCK ISSUANCE**

**5.1** The Corporation shall issue no stock for membership; however, the Corporation may issue certificates of membership if deemed necessary or appropriate by the Board.

#### **ARTICLE VI - NON-PROFIT**

**6.1** No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee or officer of the Corporation; and no member, trustee or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution or liquidation of the Corporation. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, or participating in or intervening in any political campaign on behalf of any candidate for public office. Upon dissolution or winding up of the affairs of the Corporation, subject to applicable law, the assets of the Corporation remaining in the hands of the Board of Directors shall be transferred or conveyed to one or more appropriate agencies of State and Local Government duly authorized and able to receive and administer the same for the purposes set forth in Article III, of these Articles provided such transfer or conveyance qualified for exemption under Section 501(c)(3) of the Internal Revenue Code of 1954 or similar code provisions at the time of dissolution. In the event that such transfer or conveyance to one or more agencies of State or Local Government is not possible, then the assets of the Corporation shall be transferred or conveyed to one or more non-profit domestic corporations, societies or organizations engaged in charitable, benevolent, educational or other similar purpose upon such terms and conditions and amounts and proportions as the Board of Directors shall determine, and which qualify for exemption under Section 501(c)(3) of the Internal Revenue Code of 1954 or similar code provisions at time of dissolution.

#### **ARTICLE VII - POWERS, DUTIES AND LIMITATIONS**

**7.1** The Corporation shall be organized as a publicly-supported charitable foundation with all of the powers and duties of a Corporation organized under the Non-Profit Corporation Act and other applicable State statutes.

**7.2** Notwithstanding any other provision of this certificate, the Bylaws of the Corporation or any other governing document, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as the now exist or as they may hereinafter be amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of such code and regulations as the now exist or as the may hereafter be amended.

**7.3** The Corporation may transfer any real property or interests therein or other assets which it may hold to any Governmental agency or any other suitable agency which is duly authorized and able to receive and administer the same for the purposes set forth in Article 3.1.

7.4 The organization shall comply with all applicable laws concerning non-discrimination and agrees that it will not discriminate against any employee, applicant for employment, contractor, or other person on the basis of race, color, religion, sex, sexual orientation, national origin or physical or mental handicap where the handicap does not affect an individual's ability to perform in a contractual or employment position.

#### **ARTICLE VIII - BOARD OF DIRECTORS**

8.1 The Corporation shall be governed by the Board of Directors initially consisting of five (5) Director members who shall serve until the Organizational Meeting of Members and Directors. The Bylaws of the Corporation, as from time to time may be amended, shall provide for the manner by which the number of Directors of the Corporation may be increased or decreased; the manner by which Directors are to be elected; and the terms of office for Directors of the Corporation. The names and addresses of the Initial Directors are as follows:

Judy Hull, President  
Post Office Box 915  
Islamorada, Florida 33036

Carolann Sharkey, Vice-President  
1120 South Street  
Key West, Florida 33040

Carol L. Miller, Treasurer  
2490 Harbor Drive  
Marathon, Florida 33050

Lynda Berrigan, Director  
2121 Avenue H  
Marathon, Florida 33050

Charlene Wylie, Secretary  
101425 Overseas Highway #929  
Key Largo, Florida 33037

#### **ARTICLE IX - INITIAL CORPORATE OFFICE; REGISTERED OFFICE; AND REGISTERED AGENT**

9.1 The location and street address of the initial office of the Corporation shall be 2975 Overseas Highway, Marathon, Florida 33050; and the initial registered agent for service of process at that address shall be: Robert K. Miller, Esq.

#### **ARTICLE X - BYLAWS**

10.1 The Board of Directors, which shall manage the business and affairs of the Corporation, shall adopt, repeal and amend such Bylaws, rules and regulations for the government of the Corporation as shall be deemed advisable by the Board, subject to applicable law.

#### **ARTICLE XI - INCORPORATORS**

11.1 The names and addresses of Incorporators of the Corporation, and the persons signing this document are:

Carol L. Miller, Incorporator  
2490 Harbor Drive  
Marathon, Florida 33050

Carolann Sharkey, Incorporator  
1120 South Street  
Key West, Florida 33040

Judy Hull, Incorporator  
Post Office Box 915  
Islamorada, Florida 33036

DATED: July 26, 2007

WITNESSES:

Cristina Lindley  
Witness 1

Charlene Wylie  
Witness 2

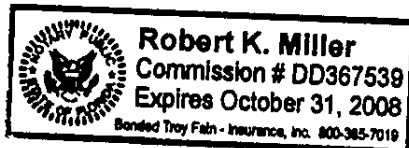
INCORPORATORS:

Carol L. Miller  
Carol L. Miller, Incorporator/Director

STATE OF FLORIDA            )  
  ) SS.  
COUNTY OF MONROE        )

The foregoing instrument was acknowledged before me this 26 day of July 2007, by Carol L. Miller, who is personally known to me.

(Notary Seal or Stamp)



[Signature]  
Notary Public, State of Florida

WITNESSES:

Cristina Lindley  
Witness 1

Charlene Wylie  
Witness 2

INCORPORATOR:

Carolann Sharkey  
Carolann Sharkey, Incorporator/Director

STATE OF FLORIDA            )  
  ) SS.  
COUNTY OF MONROE        )

The foregoing instrument was acknowledged before me this 26 day of July 2007, by Carolann Sharkey, who produced Drivers Lic. as identification

(Notary Stamp or Seal)



[Signature]  
Notary Public, State of Florida

**WITNESSES:**

Christina Lindley  
Witness 1

Charlene Wythe  
Witness 2

STATE OF FLORIDA     )  
                                      ) SS.  
COUNTY OF MONROE    )

**INCORPORATOR:**

Judy Hull  
Judy Hull, Incorporator/Director

The foregoing instrument was acknowledged before me this 26 day of July 2007, by Judy Hull,  
who produced Drivers Lic. as identification

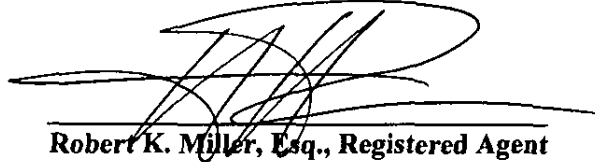
(Notary Stamp or Seal)



Robert K. Miller  
Notary Public, State of Florida

**ACCEPTANCE BY ROBERT K. MILLER, ESQ. AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 regulating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



Robert K. Miller, Esq., Registered Agent

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