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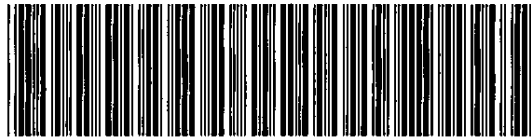
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07 DEC 24 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/26/07

**ARTICLES OF INCORPORATION
OF
UPPER KEYS BUSINESS GROUP INC.**
(In compliance with Chapter 617, Florida Statutes)

Pursuant to Section 617.01201, Florida Statutes, these Articles of Incorporation are created by James Turner, P.O. Box 3006, Key Largo, Florida 33037, as incorporators, for the purpose set forth below. This will be Florida Nonprofit Corporation.

ARTICLE I
Name

The name of the Corporation shall be UPPER KEYS BUSINESS GROUP INC.

ARTICLE II
Place of Business

The initial principal place of business and mailing address of this Corporation shall be 300 Atlantic Drive, Key Largo, Florida 33037.

ARTICLE III
Definitions

Capitalized terms not otherwise defined or redefined herein shall have the definitions set forth in the Bylaws for UPPER KEYS BUSINESS GROUP INC. (UKBG)

ARTICLE IV
Purpose and Powers

The Corporation is organized exclusively for the improvement of the upper keys business community. Specifically, the Corporation will assist public and private efforts to provide a stable economic base for the upper keys.

No part of the Corporation's net earnings shall inure to the benefit of, or be distributable to any member, director, officer, or any other person, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting, to influence legislation except as otherwise provided in Section 501 (h) of the Internal Revenue Code of 1986, as amended, and which does not participate in, or intervene in (including the publishing or distributing 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 (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.

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Upon dissolution of the Corporation, and after payment of its just debts and liabilities, all remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to the 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 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 said Court shall determine, which are organized and operated for such purposes.

For the accomplishment of its purposes, the Corporation and the Board of Directors will have all of the common law and statutory powers and duties of a not-for-profit corporation except as specifically limited or modified by these Articles of Incorporation, the Bylaws, or *Chapter 617, Florida Statutes*, as each is amended, including without limitation the following:

- A) To employ accountants, attorneys, and other professional personnel to perform the services required for proper operation of the Corporation
- B) To enter into agreements, or acquire leaseholds, memberships, and other possessory ownership or use interests in lands or facilities, if they are intended to provide enjoyment, recreation, or other use or benefit to the Corporation.
- C) To borrow money if necessary to perform its other functions hereunder.
- D) To sue and be sued.
- E) To own and convey property.

ARTICLE V

Term

The term of the Corporation shall be perpetual.

ARTICLE VI

Bylaws

The Bylaws of the Corporation may be altered, amended, or rescinded as provided.

ARTICLE VII

Directors

The incorporators/founders shall appoint the initial Directors of the Corporation. The number of Directors and the term of the Directors shall be as provided in the bylaws.

The Board of Directors shall have all powers and duties necessary for the administration of the affairs of the Corporation and may do all acts and things set forth in Article IV of these Articles

and *Chapter 617, Florida Statutes*, as each is amended, as such are permitted or required. The number of directors shall be a number of no less than five (5) and no more than seven (7) as determined in the Bylaws.

Directors shall be elected in the manner determined by the Bylaws. Directors may be removed, and vacancies on the Board filled, in the manner provided in the Bylaws. The business of the Corporation shall be conducted by the Board designated in the Bylaws.

ARTICLE VIII

Amendments

Amendments to these Articles of Incorporation may be proposed and adopted in the following manner:

- A) Proposal. Amendments to these Articles of Incorporation may be proposed by a majority of the Directors.
- B) Procedure. If any amendment to these Articles of Incorporation is so proposed, the proposed amendment shall be submitted to a vote of the Directors not later than the next annual meeting for which proper notice of the amendment can be given. The notice must contain the text of the proposed amendment.
- C) Vote Required. Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by a majority of the Directors at any annual meeting or at any special meeting called for this purpose, or if it is approved in writing by a majority of the Directors without a meeting.

ARTICLE IX

Initial Directors

The initial directors of the Corporation will be:

James Turner	President	300 Atlantic Drive, Key Largo, Fl 33037
Howard Kolbenheyer	Vice-President	300 Atlantic Drive, Key Largo, Fl. 33037
Narell Prew	Secretary	300 Atlantic Drive, Key Largo, Fl. 33037
Chris Sante	Treasurer	300 Atlantic Drive, Key Largo, Fl. 33037

ARTICLE X

Initial Registered Agent

The initial registered agent is James Turner, and his office address is 300 Atlantic Drive, Key Largo, Fl. 33037.

ARTICLE XI
Indemnification

To the fullest extent permitted under State of Florida law, the Corporation shall indemnify and hold harmless every director and every officer of the Corporation against all expenses and liabilities, including attorney's fees, actually and reasonably incurred by or imposed on a director or officer in connection with any legal proceeding (or settlement or appeal of such proceeding) to which a director or officer may be made a party because of that individual being, or having been, a director or officer of the Corporation. The foregoing right to indemnification shall not be available if a judgment or other final adjudication establishes that a director or officer's actions or omissions to act were material to the cause adjudicated and included any of the following:

- A) Willful misconduct or a conscious disregard for the best interests of the Corporation, in a proceeding by or in the right of the Corporation to procure a judgment in its favor.
- B) A violation of criminal law, unless the director or officer had no reasonable cause to believe that its own action was unlawful or had reasonable cause to believe its own action was lawful.
- C) A transaction from which the director or officer derived an improper personal benefit.
- D) Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard for human rights, safety or property, in an action by or in the right of someone other than the Corporation or a Member.
- E) Wrongful conduct by directors or officers appointed by the Members, in a proceeding brought by or on behalf of the Corporation.

In the event of a settlement, the right to indemnification shall not apply unless a majority of the disinterested directors approves such settlement as being in the best interests of the Corporation. The foregoing rights of indemnification shall be in addition to, and not exclusive of, all other rights to which a director or officer may be entitled.

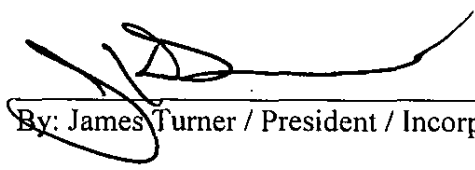
Without approving or ratifying any transactions to date, the incorporator has executed these Articles of Incorporation on this 1st day of December, 2007.

By: _____

James Turner, President / Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Upper Keys Business Group Inc., at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping open said office.


By: James Turner / President / Incorporator

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