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TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: KEY WEST CHAPTER OF SNI, 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: BEN J. HAYES

Name (Printed or typed)

6161 MLK STREET NORTH, SUITE 205

Address

ST. PETERSBURG, FLORIDA 33704

City, State & Zip

(727) 289-7111

Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
KEY WEST CHAPTER OF SNI, INC.**

The undersigned incorporator to these articles of incorporation hereby forms a corporation not for profit (the "Corporation") under the laws of the State of Florida as follows:

ARTICLE I

Name, Principal Place of Business, and Mailing Address

The name of the Corporation is:

KEY WEST CHAPTER OF SNI, INC.

The principal place of business and mailing address is:

3350 Pearl Avenue
Key West, Florida 33040

ARTICLE II

Duration

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Purpose

The Corporation is organized and shall be operated exclusively for scientific, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding sections of any prior or future law (the "Code"), including, for such purposes the following:

- (1) training young men and women in the sport of scuba diving;
- (2) educating young men and women in the underwater environment and environmental science; and
- (3) developing character, citizenship, and leadership through the foregoing and other organized activities.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto. No part of the net earnings shall inure to the

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benefit of any individual, and no part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

ARTICLE IV

Members

The qualifications of members and the manner of admission of members shall be as specified in the bylaws of the Corporation.

ARTICLE V

Initial Registered Agent and Registered Agent's Office

The initial registered agent of the Corporation is:

BEN J. HAYES, P.A.

The street address and mailing address of the initial registered agent's office are:

6161 Dr. Martin Luther King Jr. Street North, Suite No. 205
St. Petersburg, Florida 33703

ARTICLE VI

Directors

The Corporation shall have no less than three (3) and no more than five (5) directors. The directors of the Corporation shall hereinafter be elected, appointed, removed, or replaced, as the case may be, from time to time in accordance with the bylaws of the Corporation. The names (and titles) of the initial directors of the Corporation, who shall serve until his or her successor is duly elected and qualified, are as follows:

<u>Name</u>	<u>Title</u>
Tom Crabbs	Chair
Amber Palermo	Vice Chair
Steve Lynch	

ARTICLE VII

Incorporator

The name and address of the incorporator signing these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Ben J. Hayes	6161 Dr. Martin Luther King Jr. Street North Suite No. 205 St. Petersburg, Florida 33703

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ARTICLE VIII
Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation as further provided in the bylaws.

ARTICLE IX
Amendment

These articles of incorporation may be amended in the manner provided by law.

ARTICLE X
Indemnification

No director or officer of the Corporation shall be personally liable to the Corporation for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, as a director or officer, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Not For Profit Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or serves or served any other enterprises at the request of the Corporation; provided, however that such indemnification shall not be provided to the extent that the proceeding is a result of the willful misconduct or gross negligence of such director, officer, employee, or agent. If the Florida Not For Profit Corporation Act is amended after the filing of these Articles of Incorporation of which this Article X is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director, officer, employee, or agent of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Not For Profit Corporation Act as so amended.

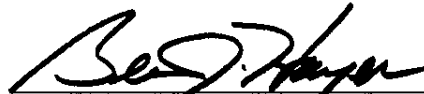
Any repeal or modification of the foregoing paragraph by the directors or members of the Corporation shall not adversely affect any right or protection of a director, officer, employee, or agent of the Corporation existing at the time of such repeal or modification.

ARTICLE XI
Dissolution

Upon a dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code, or to the federal, state, or local government for exclusive public purpose.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 17th day of September 2008.


Ben J. Hayes, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 17th day of September 2008.

BEN J. HAYES, P.A.

By: 
Ben J. Hayes, President

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