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Division of Corporations

CAPITAL CONNECTION

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FLORIDA PROFIT/NON PROFIT CORPORATION

ISLAND LIVING CAMPUS FOUNDATION, INC.

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CAPITAL CONNECTION

NO. 9540 P. 2



October 15, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

YOUR CAPITAL CONNECTION, INC.

SUBJECT: ISLAND LIVING CAMPUS FOUNDATION, INC.
REF: W08000047394

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent and street address must be consistent wherever it appears in your document.

An effective date may be added to the Articles of Incorporation if a 2009 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6931.

Becky McKnight
Regulatory Specialist II
New Filing Section

FAX Aud. #: H08000235742
Letter Number: 508A00053823

ARTICLES OF INCORPORATION
OF
ISLAND LIVING CAMPUS FOUNDATION, INC.

These Articles of Incorporation are hereby made and acknowledged by the undersigned, to be filed with the Secretary of State, State of Florida, for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I
Name and Address

- (A) The name of the corporation shall be **ISLAND LIVING CAMPUS FOUNDATION, INC.**
- (B) The principal office address of the corporation shall be 5901 West College Road, Key West, Florida 33040.
- (C) The mailing address of the corporation shall be 5901 West College Road, Key West, Florida 33040.

ARTICLE II
Term of Existence

The corporation shall have perpetual existence.

ARTICLE III
Purposes; Restrictions

- (A) Subject to the restrictions set forth in paragraph (B), the purposes for which the corporation is organized are to receive, invest and administer real and personal property; to make expenditures to or for the exclusive benefit of Island Living Campus Foundation, Inc., or a

development affiliated with Island Living Campus Foundation; and to apply all property received, as well as the income it produces, exclusively for charitable, religious, scientific, literary and educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and the corresponding provisions of any subsequent Federal tax laws.

(B) Despite any contrary provisions of these Articles:

- (1) No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, affecting one or more of its purposes).
- (2) No member, director 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 of the corporation.
- (3) No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- (4) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.
- (5) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed

income imposed by Section 4942 of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(6) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(7) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(8) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(9) The corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(10) Despite any other provision of these Articles or Florida law, the corporation shall not carry on any activities not permitted for an organization exempt under Sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws, or by organizations, contributions to which are deductible under Section 170(c)(2) of such Code.

(C) The corporation shall be organized and operated as a "community college direct-support organization", as such an organization is defined in Section 1004.70, Florida Statutes, and as such section may be amended.

(D) The corporation shall operate without regard to race, color, age, religion, sex, national origin or disability.

ARTICLE IV
Powers

Subject to the restrictions in these Articles, the corporation shall have all corporate powers authorized by the State of Florida for corporations not for profit.

Upon certification as a direct-support organization by the District Board of Trustees of Florida Keys Community College, the corporation shall be authorized to use the property, facilities and personal services of Island Living Campus Foundation, Inc.; to receive, hold, invest or administer assets or property and to make expenditures for the benefit of Island Living Campus Foundation, Inc.. The corporation further shall be authorized to issue revenue bonds, certificates of participation or other forms of indebtedness upon approval of the Island Living Campus Foundation, Inc. Board of Trustees and in accordance with the applicable laws of the State of Florida, and to enter into agreements to finance, design and construct, lease, lease-purchase, purchase or operate facilities necessary and desirable to serve the needs and purposes of Island Living Campus Foundation, Inc..

ARTICLE V
Members

- (A) The corporation shall have one class of members.
- (B) The rights of members, and the qualification and designation of members, shall be as set forth in the bylaws of the corporation.

ARTICLE VI
Directors

(A) All corporate powers shall be exercised by or under the authority of, and the affairs of this corporation shall be managed by the Board of Directors.

(B) The names and addresses of the initial members of the Board of Directors of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Barry Barroso	1014 White Street, Suite 7 Key West, Florida 33040
Charles Bradford	533 Peary Court Road Key West, Florida 33040
Melissa Kendrick	200 Green Street Key West, Florida 33040
Fred Simms	241 Trumbo Road Key West, Florida 33040
Chris Belland	201 Front Street Key West, Florida 33040
Mark Bailey	2796 N. Roosevelt Blvd. Key West, Florida 33040
Edwin A. Scales	201 Front Street Key West, Florida 33040
Jill Landesburg-Boyle	5901 West College Road Key West, Florida 33040
John Kehoe	5901 West College Road Key West, Florida 33040
Ann O'Bannon	P.O. ox 510016 Key Colony Beach, Florida 33051
Bette Brown	37 Mutiny Place Key Largo, Florida 33037

(C) The manner in which future directors are to be elected or appointed shall be as set forth in the bylaws of the corporation. The number of directors may be increased or decreased in the manner provided in the bylaws of the corporation, but the corporation shall always have at least three (3) directors.

ARTICLE VII
Bylaws

The initial bylaws of the corporation shall be adopted by the directors of the corporation. The power to amend, alter or repeal the bylaws or adopt new bylaws shall be bested in the Board of Directors, except as otherwise provided in the bylaws.

ARTICLE VIII
Amendment of Articles of Incorporation

The procedure for amending these Articles of Incorporation shall be as prescribed by Florida law; provided, however, that amendments shall not become effective until approved by the Board of Trustees after submission to them by the President of Island Living Campus Foundation, Inc..

ARTICLE IX
Dissolution

Upon the dissolution of the corporation and the winding up of its affairs, the decertification of the corporation as a community college direct-support organization by the Island Living Campus Foundation, Inc. Board of Trustees, or other liquidation of its assets, the remaining

assets of the corporation and all of the corporation's property shall be conveyed or distributed to the District Board of Trustees of Island Living Campus Foundation, Inc., or if such entity has ceased to exist, turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any subsequent Federal tax laws.

ARTICLE X
Registered Office and Registered Agent

(A) The street address of the corporation's initial registered office is 5701 Overseas Highway, Suite 12, Marathon, FL 33050.

(B) The name of the corporation's initial registered agent at that address is William N. DeVane, Jr., Esquire.

ARTICLE XI
Incorporator

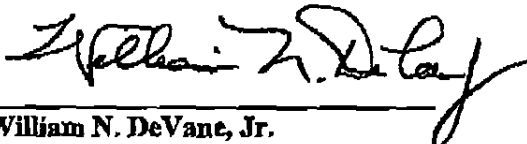
The name and address of the incorporator of the corporation is as follows:

William N. DeVane, Jr., Esquire
DeVane & Dorl, P.A.
5701 Overseas Highway, Suite 12
Marathon, FL 33050

ARTICLE XII
Indemnification

Directors, officers, employees and agents of the corporation shall be indemnified to the full extent permitted by Florida law.

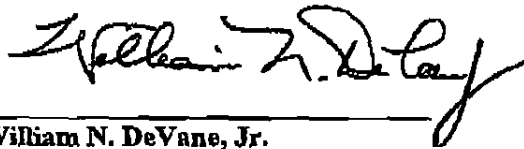
IN WITNESS WHEREOF, I have executed these Articles of Incorporation this 14th day of October, 2008.



William N. DeVane, Jr.

CERTIFICATE OF ACCEPTANCE

I, **WILLIAM N. DeVANE, JR.**, having been named registered agent, to accept service of process for the above stated corporation at the place designated in its Articles of Incorporation, hereby agree to act in such capacity. I am familiar with, and accept, the obligations provided for in Section 617.0502, Florida Statutes.



William N. DeVane, Jr.