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\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

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

SUBJECT: KEY WEST WILDLIFE CENTER, 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: CRAIG SCHAUFLER  
Name (Printed or typed)

271 AZALEA ST.  
Address

TAVERNER FL 33070  
City, State & Zip

727-267-2418  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION**  
**KEY WEST WILDLIFE CENTER, INC**  
**FLORIDA NONPROFIT CORPORATION**

**ARTICLE I**

**Corporate Name, Principle Office and Mailing Address**

The name of this Corporation is: Key West Wildlife Center, Inc. The principal office of this Corporation is: 1801 White Street, Key West, Florida. The mailing address of this corporation is: 1801 White Street, Key West, Florida 33040.

**ARTICLE II**

**Corporate Nature**

This is a nonprofit corporation, organized solely for general education purposes pursuant to the Florida Corporations Non for Profit Law set forth in Section 617 of the Florida Statutes.

**ARTICLE III**

**Duration**

The term of existence of the Corporation is perpetual

**ARTICLE IV**

**General and Specific Purposes**

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of education, administering of care, and other related or corresponding charitable purposes for the benefit of wildlife in Monroe County by the distribution of its funds for such purposes.

B. To operate exclusively in any other manner for such purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent Federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

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TALLAHASSEE, FLORIDA

**FILED**

## **ARTICLE V**

### **Authorized Membership Certificates**

The qualification of members and the manner of their admission shall be as follows: Any adult person over the age of 18 years shall be eligible for membership. Persons may be elected to membership upon making written application and upon receiving the approval of a majority of members.

- A. This corporation shall be authorized to issue 1000 membership certificates.
- B. All membership certificates issued by the corporation shall contain a statement on the face thereof that it is a nonprofit corporation. If such certificate shares are restricted as to their sales or purchase, the membership certificate shall bear a legend stating that such certificates are restricted in the manner described in the By-laws or any agreement between the members, and that a copy of such By-laws or agreement shall be provided to all members.
- C. Except as otherwise prescribed by Florida law, each share shall entitle the holder thereof to one vote.

## **ARTICLE VI**

### **Management of Corporate Affairs**

A. Board of Directors: The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the Corporation shall be four (4), provided however that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 1:00 p.m., on the first Tuesday of October of each year at 1801 White Street, Key West, Florida or such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors.

Any certificate or other documents filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima face evidence of such authority.

## **ARTICLE VII**

### **Earnings and Activities of Corporation**

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Members, Directors, 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 IV hereof.

B. No substantial part of the activities of the Corporation shall be 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 any candidate for public office.

C. 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or ((b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

## **ARTICLE VIII**

### **Distribution of Assets**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of

Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the country in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE IX

### Property, Indebtedness and Liabilities

All property, indebtedness and liabilities of the predecessor corporation shall become that of the successor corporation non-for-profit.

## ARTICLE X

### Membership

The qualification for members and the manner of their admission shall be regulated by the By-Laws for this Corporation.

## ARTICLE XI

### Subscribers/Officers

The names and address of the Subscribers/Officers of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Craig L. Schaufler, Incorporator/President	271 Azalea St., Tavernier, FL 33070
Kelly C. Grinter, Incorporator/Secretary	1 Knights Key Blvd., Marathon, FL 33050
Nora Alvite, Incorporator/Treasurer	99 Orange Lane, #1, Islamorada, FL 33036

## ARTICLE XII

### Amendment of By-Laws

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

### ARTICLE XIII

#### Dedication of Assets

The property of this corporation is irrevocably dedicated to educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

### ARTICLE XIV

#### Registered Agent and Office

The address of the Corporation's registered office shall be 1801 White Street, Key West, FL and the registered agent at said address shall be Craig L. Schufler.

### ARTICLE XV

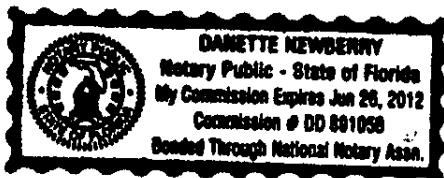
#### Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this Corporation.

We, the undersigned, being the Subscribers and Incorporators of this Corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 4 day of Nov. 2008.

WITNESSED BY:

Danette Newberry  
Jenny Freaddy  
Jenny Freaddy



Craig Schufler  
Incorporator/President

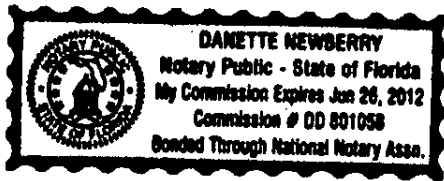
Jenny Freaddy  
Incorporator/Secretary

Nora Alente  
Incorporator/Treasurer

STATE OF FLORIDA

COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 4 day of NOV  
2008 by Craig L. Schaufler, Kelly Grinter, Nora Alvite, who are personally known to me.



Danette Newberry  
Notary Public, State of Florida

My Commission expires: 6/26/2012

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Craig L. Schaufler  
REGISTERED AGENT, Craig L. Schaufler

Dated: 11/4/08

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TALLAHASSEE, FLORIDA