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Fax Number : (850) 617-6381

From:

Account Name : FRANKLIN D. GREENMAN, P.A.  
Account Number : 071005000567  
Phone : (305) 743-2351  
Fax Number : (305) 743-6523

**FLORIDA PROFIT/NON PROFIT  
CORPORATION**

Independence Cay, Inc.

**H090000448173**

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**INDEPENDENCE CAY, INC.**

The undersigned, acting as incorporators of a corporation under the Not for Profit Corporation Act of the State of Florida, adopt the following articles of incorporation for such corporation:

**ARTICLE I**

The name of the corporation, hereinafter referred to as the "Corporation" is INDEPENDENCE CAY, INC. and its principal place of business shall be 1669 Overseas Highway, Marathon, FL 33050 and its mailing address shall be PO Box 500286, Marathon, FL 33050

**ARTICLE II**

The period of duration of the Corporation is perpetual.

**ARTICLE III**

The purpose of the corporation is to operate a social service agency that distributes, educates, and operates a service center for the benefit of those in need in Monroe County, Florida, applies for grants and other sources of funding, and establishes funding and operational procedures for the efficient collection, pooling, and gathering, and distribution of services and material goods, for those in need, and all things necessary, pertinent, or convenient to the purposes herein and hereby stated or any activity or business permitted under the laws of the United States and of this State and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all of the things incidental to them or connected with them that are not forbidden by Florida corporation Laws or by any other law, or by theses Articles of Incorporation, and to carry out the said purposes in any State, Territory, District, or possession of the United States, or in any foreign country.

**ARTICLE IV**

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, 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, and no member, trustee, 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. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and 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.

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Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of 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 exclusively for such purposes.

#### ARTICLE V

The corporation shall be operated and managed by its directors. The directors and officer of the corporation shall be elected or appointed as set forth in the bylaws of the corporation. The qualifications for members and the manner of their admissions shall be regulated by the by-laws.

#### ARTICLE VI

The initial street address in the state of Florida of the initial registered office of the Corporation is 5800 Overseas Highway, Suite 40, Marathon, Florida 33050, and the name of the initial registered agent at such address is Franklin D. Greenman, P.A.

#### ARTICLE VII

The territory in which the operations of the Corporation are principally to be conducted is Monroe County, Florida, and the United States of America and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

#### ARTICLE VIII

The initial board of directors shall consist of at least three (3) members, who need not be residents of the state of Florida.

#### ARTICLE IX

The names and addresses of the persons who shall serve as directors until the first annual meeting of members, or until their successors shall have been elected and qualified, are as follows:

Debra Andrew Maconaughey  
St. Columba Episcopal Church  
P.O. Box 500426  
451 52nd Street, Gulf  
Marathon FL 33050

C.J. Geotis  
299 B Anglers Drive North  
Marathon FL 33050

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Franklin D. Greenman, Esq.  
Greenman & Manz  
5800 Overseas Hwy.  
Gulfside Village, Suite 40  
Marathon Fla. 33050

The qualifications for future directors and the manner of their admissions shall be regulated by the by-laws.

## ARTICLE X

The names and addresses of the initial incorporators are as follows:

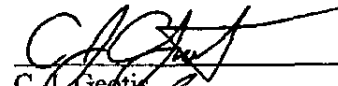
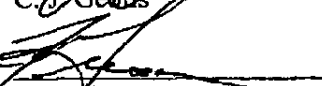
Debra Andrew Maconaughey  
St. Columba Episcopal Church  
P.O. Box 500426  
451 52nd Street, Gulf  
Marathon FL 33050

C.J. Geotis  
299 B Anglers Drive North  
Marathon FL 33050

Franklin D. Greenman, Esq.  
Greenman & Manz  
5800 Overseas Hwy.  
Gulfside Village, Suite 40  
Marathon Fla. 33050

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation at Marathon, Monroe County, Florida, on this 17 day of February, 2009.

  
Debra Andrew Maconaughey

  
C.J. Geotis  
  
Franklin D. Greenman

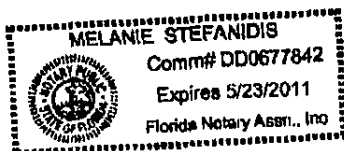
STATE OF FLORIDA  
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 17 day of February, 2009 by Debra Andrew Maconaughey, C. J. Geotis and Franklin D. Greenman, who have produced \_\_\_\_\_ as identification and who (did)(did not) take an oath.

Prepared by and Return to:  
Franklin D. Greenman, Esq.  
5800 Overseas Highway, Suite 40  
Marathon, FL 33050  
(305) 743-2351; FL. Bar #290815

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*Melanie Stefanidis*

Notary Public, State of Florida

Printed Notary Signature:

My Commission Expires:

CERTIFICATE DESIGNATING REGISTERED AGENT FOR  
SERVICE OF PROCESS IN THIS STATE

The following is submitted in compliance with law.

INDEPENDENCE CAY, INC., a not-for-profit corporation organizing under the laws of the State of Florida with its principal office located at 1669 Overseas Highway, Marathon, FL 33050, hereby designates Franklin D. Greenman, P.A., of 5800 Overseas Hwy. Gulfside Village, Suite 40 Marathon Fla. 33050 as its agent at that address to accept service of process within this state.

## ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to put my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

  
Franklin D. GreenmanSTATE OF FLORIDA  
COUNTY OF MONROE

BEFORE ME, the undersigned authority, this day personally appeared Franklin D. Greenman, who is personally known to me and after being duly sworn, deposes and says that the facts and matters contained above are true and correct and that he has executed the same for the purpose expressed therein.

WITNESS my hand and official seal in the County and State last aforesaid this 17 day of February, 2009.

My Commission Expires:

*Melanie Stefanidis*  
Notary Public, State of Florida

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