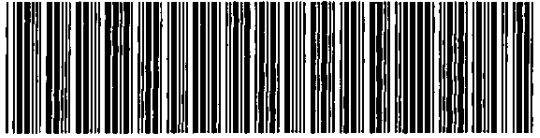


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(Requestor's Name)

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DEVANE & DORL, P.A.

ATTORNEYS AT LAW

FIRST PROFESSIONAL CENTRE • SUITE 12

5701 OVERSEAS HIGHWAY

POST OFFICE BOX 500177

MARATHON, FLORIDA 33050-0177

ALFRED K. FRIGOLA, RETIRED  
WILLIAM N. DEVANE, JR.  
JAMES J. DORL

TELEPHONE  
(305) 743-6565

FAX  
(305) 743-4143

May 4, 2010

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

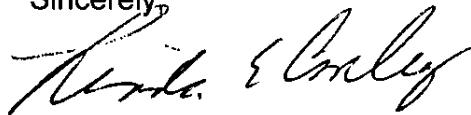
**Re: Florida Keys College Campus Foundation, Inc.  
A Not for Profit Corporation**

Dear Sir or Madam:

Enclosed for filing, please find the original and one copy of the Articles of Incorporation for the above-referenced non-profit corporation, together with a check in the amount of \$87.50. A certified copy of the Articles and a certificate of status are hereby requested.

Thank you for your assistance in this matter, and should you have any questions or need additional information, please do not hesitate to contact our office.

Sincerely,



Linda E. Conley, Legal Assistant to  
William N. DeVane, Jr., Esquire

/lec  
Enclosures

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**ARTICLES OF INCORPORATION**

**OF**

**FLORIDA KEYS COLLEGE CAMPUS FOUNDATION, INC.**

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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 **FLORIDA KEYS COLLEGE CAMPUS FOUNDATION, INC.** (the "Corporation").
- (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 including, but not limited to, the construction of College dormitories for up to one hundred (100) beds; to make expenditures to or for the exclusive benefit of Florida Keys

College Campus Foundation, Inc. and/or of Florida Keys Community Collège (the “College”); 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, of 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 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 act as an instrumentality of the College for Federal income tax purposes in furtherance of the policies of the College. It is intended that the Corporation shall comply with the requirements of Revenue Ruling 63-20 issued by the Internal Revenue Service.
- (E) 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 the College, the Corporation shall be authorized to use the property, facilities and personal services of the College to receive, hold, invest or administer assets or property and to make expenditures for the benefit of the Corporation. The Corporation further shall be authorized to issue revenue bonds, certificates of participation or other forms of indebtedness upon approval of the Corporation's Board of Directors 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 the Corporation and/or the College.

**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:

Anne O'Bannon  
P. O. Box 510016  
Key Colony Beach, Florida 33051

John Kehoe  
5901 West College Road  
Key West, Florida 33040

David Monroe  
5901 West College Road  
Key West, Florida 33040

- (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.
- (D) Subsequent Directors shall be elected by the Directors of the Corporation in accordance with the bylaws of the Corporation, provided that the College shall have the right by resolution to appoint (if no such subsequent Directors are so elected), or confirm the

appointment of, not less than eighty percent (80%) of the Directors. The College shall have the right to remove any Director for inefficiency, neglect of duty or misconduct in office after ten days' written notice and a public hearing, by resolution of the College.

#### **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 vested 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 Directors after submission to them by the President of the Corporation.

#### **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 Corporation's Board of Directors, or other liquidation of its assets, the remaining assets of the Corporation and all of the Corporation's property shall be conveyed or distribute to the College, or if such entity has ceased to exist, turned over to one or more organizations which 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**

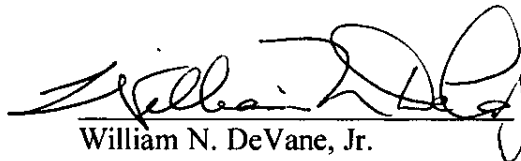
The name and address of the incorporator of the Corporation is as follows:

William N. DeVane, Jr., Esquire  
DeVane & Dorl, P.A.  
5701 Overseas Highway, Suite 12  
P.O. Box 500177  
Marathon, FL 33050

**ARTICLE XII**  
**Indemnification**

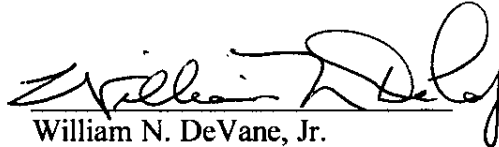
Directors, officers, employees and agents of the Corporation shall be indemnified to the full extent permitted by Florida law.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation this 26 day of April, 2010.

  
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.

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