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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## COVER LETTER

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

**SUBJECT:** Friends of Key Largo Cultural 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:** Linda M Kaplan, Esq  
Name (Printed or typed)

9500 S Dadeland Blvd, Suite 703  
Address

Miami, Florida 33156  
City, State & Zip

305-670-7665  
Daytime Telephone number

lk@lindakaplan.com  
E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION**  
**Of**  
**Friends of the Key Largo Cultural Center, Inc.**  
In compliance with Chapter 617, F.S., (Not for Profit)

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**ARTICLE I NAME**

The name of the corporation shall be: Friends of the Key Largo Cultural Center, Inc.

**ARTICLE II – PURPOSES**

The corporation shall have the following purposes:

1. To create public interest and awareness of the Key Largo Cultural Center located in the Murray E. Nelson Government Center.
2. To foster support for the enhancement, improvement and operations of the Key Largo Cultural Center.
3. To assist the Monroe County government in attracting affordable cultural and educational programs for the Key Largo Cultural Center.
4. To raise funds for ongoing and special projects pertinent to the use and programming of the Key Largo Cultural Center.
5. To engage in activities in furtherance of the foregoing purposes.

Said corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 this Article II. 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 publishing or distribution of statements) any political campaign on

behalf of or in opposition to any candidate for public office. 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **ARTICLE III PRINCIPAL OFFICE**

The principal office of this corporation shall be in Key Largo, Florida. The initial office shall be :  
9 Snipe Road, Key Largo, Florida 33037

### **ARTICLE IV MANNER OF ELECTION OF OFFICERS AND DIRECTORS**

The Corporation shall initially have seven directors. Of these seven initial directors, four will also be the initial officers. The initial officers will be the President, Vice President, Secretary and Treasurer. The corporation may add additional officers and directors upon a vote of two-thirds of the voting members present after notification in writing (which shall include email notification) to each member at least two weeks before the meeting at which the voting is to take place.

### **ARTICLE V BY-LAWS**

The initial By-laws of the corporation shall be adopted by a vote of two-thirds of the initial Board of Directors. The Bylaws may be amended by agreement of two-thirds of the voting members present after notification in writing (which shall include email notification) to each member at least two weeks before the meeting at which the voting is to take place.

### **ARTICLE VI AMENDMENTS TO ARTICLES OF INCORPORATION**

The Articles of Incorporation of the corporation may be amended by agreement of two-thirds of the voting members present after notification in writing (which shall include email notification) to each member at least two weeks before the meeting at which the voting is to take place.

### **ARTICLE VII MEMBERSHIP**

Any person or organization who wishes to further the purposes of the corporation and who has indicated said interest by payment of an annual membership fee shall be entitled to membership.

The classes of membership and requirements shall be set out in the By-laws. The annual dues shall be determined by a majority vote of the Officers and Directors.

### **ARTICLE VIII INITIAL OFFICERS AND DIRECTORS**

President/Director: Kay Thacker  
9 Snipe Road  
Key Largo, Fl 33037

Vice-President/Director: Linda M Kaplan  
9500 S Dadeland Blvd., Suite 703  
Miami, Florida 33156

Secretary/Director: Pauline Klein  
22 Sound Dr.  
Key Largo, Fl 33037

Treasurer/Director: David S. Andrews  
21 S. Bounty Lane  
Key Largo, Fl 33037

Director : Debra Ginsberg  
30 Thatch Palm Way  
Key Largo, Fl 33037

Director : Murad Saah  
103375 Overseas Highway  
Key Largo, Fl 33037

Director : Nola Ann Acker  
97670 Overseas Highway  
Key Largo, Florida 33037

### **ARTICLE IX - DISSOLUTION**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed 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 a Court of Competent Jurisdiction 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 said purposes.

**ARTICLE X REGISTERED AGENT**

The name and address of the initial registered agent is:

Name: Kay Thacker  
Address: 9 Snipe Road  
Key Largo, Florida 33037

**ARTICLE XI INCORPORATOR**

The name and address of the Incorporator is:

Name: Linda M. Kaplan, Esq.  
Address: 9500 S. Dadeland Blvd., Suite 703  
Miami, Florida 33156

**Acceptance of appointment as registered agent:**

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

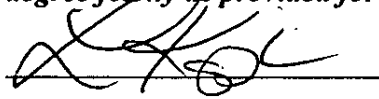


Kay Thacker

dated 5-2-11

**Signature of Incorporator:**

*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*



Linda M Kaplan, Esq.

dated: 5-2-11

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