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FLORIDA PROFIT/NON PROFIT CORPORATION  
THE ARTISTS RESIDENCES AT KEY WEST, INC.

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**ARTICLES OF INCORPORATION  
OF  
THE ARTISTS RESIDENCIES AT KEY WEST, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation shall be: The Artists Residencies at Key West, Inc.

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation is: 600 White Street, Key West, Florida 33040.

**ARTICLE III. PURPOSE(S)**

The purpose for which the corporation is organized is exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE IV. MANNER OF ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed is set forth in the By Laws.

**ARTICLE V. INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent is:

NRAI Services, Inc.  
515 East Park Avenue  
Tallahassee, FL 32301

**ARTICLE VI. INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation:

Henry H. Raattama, Jr.  
c/o Akerman Senterfitt  
One Southeast Third Avenue, Suite 2500  
Miami, Florida 33131

**ARTICLE VII. CHARITABLE ORGANIZATIONS PROVISIONS**

Notwithstanding any powers granted to the Corporation by its Articles, By Laws or by the laws of the State of Florida, the following limitations of power shall apply:

- a. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes the making of distributions to organizations that

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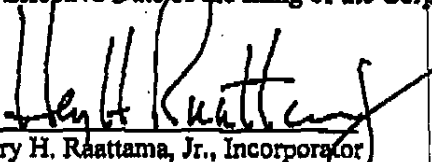
qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code").

b. 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 the services rendered and to make payments and distributions in furtherance of purposes set forth in the purpose clause hereof. 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 this document, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Code Section 501(c)(3); or (ii) by an organization contributions to which are deductible under Code Section 170(c)(2).

c. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by the court having jurisdiction over the Corporation, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLES VIII. EFFECTIVE DATE


The Effective Date of the filing of the Corporation shall be July 13, 2011.

  
Henry H. Raattama, Jr., Incorporator

7/13/11  
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

NRAI Services, Inc., Registered Agent

  
Name: Katie Wonsch  
Title: Asst. Secretary

7/13/2011  
Date

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