

N12000001274

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 MAR 19 AM 8:36

Amended /cc
Restated
(10) 3/20/12



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 12, 2012

THOMAS M. DILLON
P.O. BOX 370736
KEY LARGO, FL 33037-0736

SUBJECT: KEYS AHEAD INC.
Ref. Number: N12000001274

We have received your document for KEYS AHEAD INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 412A00009005

Please See Attached

Thomas M. Dillon

RECEIVED

12 MAR 19 AM 9:46


DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION OF KEYS AHEAD INC.

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida, do hereby certify the following Articles of Incorporation:

1. The name of the Corporation shall be Keys Ahead Inc.
2. The place in this state where the principal office of the Corporation is to be located is the City of Key Largo, Monroe County.
3. Said corporation is organized exclusively for charitable, religious, educational, and scientific 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.
4. The name and street address of the initial registered agent for the corporation is Thomas M Dillon, 56 Mutiny Place, Key Largo, Florida 33037. The directors may replace the registered agent by a resolution adopted at a meeting of the directors.
5. The names and addresses of the persons who are the directors and officers of the corporation are as follows:
Director and President: Susan Ford Hammaker, PO Box 370736, Key Largo, FL 33037
Director and Vice President: Vanessa Strickland, PO Box 370736, Key Largo, FL 33037
Director and Secretary/Treasurer: Christopher B. Trentine, PO Box 370736, Key Largo, FL 33037
Director: Tim Kirchner, PO Box 370736, Key Largo, FL 33037
Director: David Thompson, PO Box 370736, Key Largo, FL 33037
6. The number of directors of the corporation shall be an uneven number. The minimum number of directors shall be three. The maximum number of directors shall be seven, unless the Bylaws provide for a higher number.
7. The corporation may have members. Provision for members, and establishment of classes of members will be provided in the Bylaws.
8. The incumbent directors of the corporation shall select replacement directors and additional directors by the vote of a majority of the directors present and voting at a regular or special meeting of the directors at which a quorum is present.
9. 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 Article Third 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 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.
10. 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 such purposes.

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.


Signature/Registered Agent

March 5, 2012

In witness whereof, I have hereunto subscribed my name.


Signature/Temporary Secretary

March 5, 2012

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The date of each amendment(s) adoption: March 5, 2012

Effective date if applicable: March 5, 2012
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 3/16/2012

Signature [Signature]

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Susan Ford Hammaker
(Typed or printed name of person signing)

President
(Title of person signing)