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15 JUL 2015

W15-42585

7/8



June 10, 2015

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

Ladies and Gentlemen,

I am the Treasurer of the Parrot Head Club of Key West. We desire to file the enclosed Articles of Incorporation with the intent of forming a 501(c)(3) corporation. Enclosed is our check for \$78.75 made payable to the Florida Department of State to cover the mandatory \$70.00 filing fee plus \$8.75 for a Certified Copy.

Please call me directly at 305-440-4379 with any questions or requests for additional information. Please return all correspondence related to this matter to me, the Incorporator, Robert Farrow, at 3818 Duck Avenue, Key West, FL 33040.

Thank you for your prompt attention to this matter.

Sincerely,

Robert Farrow
Treasurer
Parrot Head Club of Key West



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 19, 2015

ROBERT FARROW
3818 DUCK AVENUE
KEY WEST, FL 33040

SUBJECT: THE PARROT HEAD CLUB OF KEY WEST, INC.
Ref. Number: W15000042585

We have received your document for THE PARROT HEAD CLUB OF KEY WEST, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The title(s) in the officer/director field(s) is/are not acceptable. Please refer to the following link for acceptable officer/director title information.
<http://www.sunbiz.org/titledef.html>.

Please return the corrected original and one copy of 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) 245-6052.

Maryanne Dickey
Regulatory Specialist II
New Filing Section

Letter Number: 415A00012962

July 1, 2015

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

Ladies and Gentlemen,

I am the Treasurer of the Parrot Head Club of Key West. Attached are the corrected Articles of Incorporation we previously filed, plus one copy. Also attached is a copy of Letter Number 415A00012962 which requested the corrections to the titles in the officer/director fields. Please proceed with approval of these Articles of Incorporation.

Please call me directly at 305-440-4379 with any questions or requests for additional information. Please return all correspondence related to this matter to me, the Incorporator, Robert Farrow, at 3818 Duck Avenue, Key West, FL 33040.

Thank you for your prompt attention to this matter.

Sincerely,

A handwritten signature in black ink, appearing to read 'Robert Farrow', with a stylized flourish at the end.

Robert Farrow
Treasurer
Parrot Head Club of Key West

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ARTICLES OF INCORPORATION

OF

THE PARROT HEAD CLUB OF KEY WEST, INC.

15 JUL -7 AM 11:17

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a non-profit Corporation under Chapter 617 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is The Parrot Head Club of Key West, Inc. (Hereinafter "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation is organized exclusively to engage in activities that are charitable, religious, educational, humanitarian, and that will promote the general welfare of the community, 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.

ARTICLE 3 - PROHIBITIONS

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 2 hereof. No substantial part of the activities of the Corporation shall be 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 4 - BOARD OF DIRECTORS

The Directors of the Corporation shall be:

President: Julie Waters

Vice President: Michele Gittings

Secretary: Rebecca Lacey

Treasurer: Robert Farrow

Director: Al Waters

Director: Wendy Bracht

Director: Jack Haigwood

Authorized Member: Amy Vickers

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than four directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation but may never be less than four. The election of directors shall be done in accordance with the Bylaws of the Corporation. The directors shall be protected from personal liability to the fullest extent permitted by law.

ARTICLE 5 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is: 22958 Long Ben Lane, Cudjoe Key, Florida 33042 and the mailing address is the same.

ARTICLE 6 - INCORPORATOR

The name and street address of the incorporator of this Corporation is: Robert Farrow, 3818 Duck Avenue, Key West, Florida 33040.

ARTICLE 7 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 8 - CAPITAL STOCK

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE 9 - QUALIFICATIONS FOR MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.

ARTICLE 10 - VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the Bylaws of the Corporation.

ARTICLE 11 - LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors nor the officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this Corporation is 22958 Long Ben Lane, Cudjoe Key, Florida 33042. The name and address of the registered agent of this Corporation is Julie Waters, 22958 Long Ben Lane, Cudjoe Key, Florida 33042

ARTICLE 13 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 14 - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved by a vote of the majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE 15 - INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation

may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the Board of Directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE 16 - DISSOLUTION

Upon 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 public purpose. Any such assets not so disposed of shall be disposed of by 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.

IN WITNESS WHEREOF, I have hereunto set my hand and seal,
acknowledged and filed the foregoing Articles of Incorporation under the laws
of the State of Florida, this 10 day of June, 2015.



Incorporator

15 JUL -7 AM 11:17
FILED
CLERK OF COURT
JUL 13 2015
CLERK OF COURT

CERTIFICATE OF DESIGNATION: REGISTERED AGENT/OFFICE


CORPORATION: The Key West Parrot head Club, Inc.

REGISTERED AGENT/OFFICE:

**Julie Waters
22958 Long Ben Lane
Cudjoe Key, Florida 33042**

15 JUL -7 AM 11:17
AUG 10 2015
AUG 10 2015
AUG 10 2015

I agree to act as registered agent to accept service of process for the Corporation named above at the place designated in this certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Julie Waters
Date 6/10/15