

## Florida Department of State

Division of Corporations  
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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
FLORIDA KEYS COMMUNITY LAND TRUST, INC.

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**FIRST AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FLORIDA KEYS COMMUNITY LAND TRUST, INC.  
a Florida not for profit corporation**

In accordance with Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Statutes, the Corporation's Board of Directors approves the following:

**ARTICLE I  
Name of Corporation**

The name of the corporation shall be Florida Keys Community Land Trust, Inc.

**ARTICLE II  
Address of Corporation**

The principal business address shall be:

3216 Catherine Street,  
Summerland Key, FL 33042

The mailing address shall be:

P.O. Box 420385  
Summerland Key, FL 33042

**ARTICLE III  
Purpose and Powers of Corporation**

The primary purpose of the Corporation shall be to make safe, affordable dignified and desirable housing available to low income residents within and without Monroe County, Florida.

The Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, to include the following: (1) provide and preserve housing for low and moderate-income people that is safe, secure and affordable in perpetuity; (2) provide affordable homeownership opportunities for low and moderate-income people, while preserving the quality and affordability of the homes for future low and moderate-income residents of the community; (3) acquire land to be held in perpetuity for the primary purpose of providing affordable rental and homeownership housing for low and moderate-income people; (4) combat community deterioration in economically disadvantaged areas; (5) promote economic opportunities for low income residents of economically disadvantaged areas; (6) protect the natural environment and promote the ecologically sound use of land and natural resources and the long-term health and safety of the community; (7) lessen the burdens of governments in connection with furthering the foregoing purposes.

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Except as limited by the Articles of Incorporation and the Bylaws, the Corporation will have and exercise all rights and power in furtherance of its purposes as are or may hereafter be conferred on not-for-profit corporations, pursuant to Chapter 617, Florida Statutes, and in accordance with other applicable law.

Notwithstanding any other provisions of these Articles of Incorporation, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal United States Internal Revenue law.

#### **ARTICLE IV** **Manner of Election**

The affairs of this Corporation shall be managed by its Board of Directors. The method of election or appointment of the Board of Directors shall be fixed and governed by the Bylaws of the Corporation.

#### **ARTICLE V** **Board of Directors**

The names and addresses of the members of the Board of Directors shall be:

Margaret D. Whitcomb  
P.O. Box 1286  
Decatur, GA 30031

Yurianna Mikolay  
35 Ocean Reef Drive  
Suite 148  
Key Largo, FL 33047

Steve Miller  
P.O. Box 420385,  
Summerland Key, FL 33042

Ken Fricke  
P.O. Box 420385,  
Summerland Key, FL 33042

Kate DeLoach  
P.O. Box 420385,  
Summerland Key, FL 33042

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**ARTICLE VI**  
**Registered Agent**

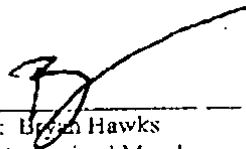
Smith Hawks, PL  
138 Simonton Street  
Key West, FL 33043

**REGISTERED AGENT ACCEPTANCE**

Having been named Registered Agent to accept service of process on the Corporation at the registered office designated in these Articles of Organization, the undersigned company hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as Registered Agent, as provided for in Chapter 605, Florida Statutes.

Date: August 5, 2019

Smith Hawks, PL  
a Florida limited liability company

By:   
Name: Brian Hawks  
Title: Authorized Member

**ARTICLE VII**  
**Incorporator**

The name and street address of the Incorporator is

Steve Miller  
3216 Catherine Street,  
Summerland Key, FL 33042

**ARTICLE VIII**  
**Effective Date and Duration**

These Articles shall become effective and this Corporation shall have perpetual existence, commencing on the date of acceptance and filing of these Articles with the Secretary of State, Division of Corporations, State of Florida.

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**ARTICLE IX**  
**Dissolution Clause**

A majority of the Board of Directors may authorize dissolution of the Corporation. After dissolution is authorized, the Corporation must file articles of dissolution in compliance with Section 617.1403, Florida Statutes, with the Department of State.

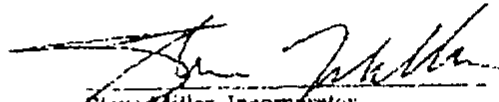
Upon the dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

**ARTICLE X**  
**Amendment of Articles**

These Articles of Incorporation may be altered, amended, repealed, or added to by the affirmative vote of two-thirds of the Directors in attendance at a meeting of the Board of Directors called for that purpose, provided that a written notice shall have been sent to each Director at the Director's contact information at least fourteen days before the date of the meeting. This notice shall state the alterations, amendments, additions; or changes which are proposed to be made in the Articles. Changes shall be made only as specified in the notice.

The foregoing Amendment was unanimously adopted by the Board of Directors on July 26, 2019. There are no member(s) or member(s) entitled to voter on the Amendment.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation this 1<sup>st</sup> day of August, 2019.

  
\_\_\_\_\_  
Steve Miller, Incorporator

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