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

Certificate of Status	1
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Page Count	03
Estimated Charge	\$52.50

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

THESE SECOND AMENDED AND RESTATED Articles of Incorporation (these “Articles”) are hereby made and acknowledged by the undersigned authorized representative, after unanimous approval from the board of directors for the corporation (“Board of Directors” or “Board”), in accordance with Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Statutes. These Articles superseded the original Articles of Incorporation and all prior restatements of and amendments to them.

**ARTICLE I
NAME AND ADDRESS OF CORPORATION**

The name of the corporation shall be “FLORIDA KEYS COMMUNITY LAND TRUST, INC.” (the “Corporation”).

The address of the Corporation’s principal place of business is 19308 SW 380th Street, Florida City, Florida 33034. The Corporation’s mailing address is P.O. Box 343529, Florida City, Florida 33034.

**ARTICLE II
TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE III
PURPOSES 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 of 1986, as amended, or under any corresponding provisions of any subsequent federal United States Internal Revenue law of the United States (the “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

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safety of the community; and (7) lessen the burdens of governments in connection with furthering the foregoing purposes.

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

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization that is exempt from federal income tax under Section 501(c)(3) of the Code, or under any corresponding provisions of any subsequent federal internal revenue law of the United States.

ARTICLE IV

MEMBERS

The Corporation shall have one class of membership (the “Members”). The rights of Members, and the qualification and designation of Members, shall be as set forth in the Bylaws.

ARTICLE V

BOARD OF DIRECTORS

All corporate powers of the Corporation shall be exercised by or under the authority of the Board of Directors and the Corporation’s affairs shall be managed by the Board, except as otherwise provided in these Articles and the Bylaws. The method of election or appointment of the Board of Directors shall be fixed and governed by the Bylaws. The names and addresses of the current members of the Board of Directors are as follows:

MARGARET D. WHITCOMB
P.O. Box 420385
Summerland Key, FL 33042

YURIANNA MIKOLAY
35 Ocean Reef Drive, Suite 148
Key Largo, Florida 33047

KEN FRICKE
P.O. Box 2700
Key West FL 33040

KATE DeLOACH
120 Sunrise Drive
Tavernier, FL 33070

PATRICIA QUASNEY
31255 Avenue G
Big Pine Key, FL 33043

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The manner in which future Directors are to be elected or appointed shall be as set forth in the Bylaws. The number of Directors may be increased or decreased in the manner provided in the Bylaws, but the Corporation shall always have at least three Directors.

ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's registered office is 200 South Biscayne Boulevard, Suite 4100, Miami, Florida 33131. The name of the Corporation's registered agent at that address is SHUTTS & BOWEN, LLP, a Florida limited liability partnership.

ARTICLE VII
EFFECTIVE DATE

These Articles shall become effective on the date of acceptance and filing of these Articles with the Secretary of State, Division of Corporations, for the State of Florida.

ARTICLE VIII
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 with the Department of State, in compliance with Section 617.1403 of the Florida Statutes.


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 Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE IX
AMENDMENT OF ARTICLES

These Articles may be amended only as provided in the Bylaws.

The foregoing Second Amendment and Restatement was unanimously adopted by the Board of Directors on or about even date herewith. As of the date hereof, there are no Members entitled to vote on the Amendment of these Articles.

The undersigned authorized representative has executed these Second Amended and Restated Articles of Incorporation, as of this 29th day of September, 2020.


Ken Fricke (Oct 5, 2020 06:23 EDT)

Ken Fricke, as Director

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CERTIFICATE OF ACCEPTANCE

Having been named registered agent, to accept service of process for the above stated Corporation at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity. I am familiar with, and accept, the obligations provided for in Section 617.0502 of the Florida Statutes.

SHUTTS & BOWEN, a Florida limited liability
partnership

By: 

Robert Cheng, as Authorized Partner

Dated: October 9, 2020.