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305-443-6613

J. P. FITZGERALD P.A.

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COR AMND/RESTATE/CORRECT OR O/D RESIGN
KEYSSTRONG.ORG, INCORPORATED

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SECRETARY OF STATE
TALLAHASSEE, FL

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KEYSSTRONG.ORG, INCORPORATED
(A Florida Not-For-Profit Corporation)**

2018 DEC -7 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the corporation shall be Keysstrong.Org, Incorporated, a Florida not-for-profit corporation, and its address is 5450 MacDonald Avenue, Unit 4, Key West, Florida 33040.

**ARTICLE II
PURPOSE**

A. The primary purpose for which this Corporation is organized is to serve as a catalyst organization that unifies the public, private and government sectors in Monroe County to continually promote, adopt and implement best practices for community resiliency while additionally facilitating ongoing preparedness and subsequent rapid response in the event of disasters in the Florida Keys.

All purposes of the organization are charitable relative to disaster relief recovery in Monroe County.

B. This Corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.

C. Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida.

**ARTICLE III
QUALIFICATIONS FOR DIRECTORS AND THE
MANNER OF THEIR ADMISSION**

The method of electing Directors of this Corporation shall be as set forth in the Bylaws.

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ARTICLE IV DURATION

The Corporation is to exist perpetually.

ARTICLE V POWERS

The Corporation shall have the power to acquire, by purchase, lease or otherwise, and hold title to such real property, including improvements thereon, and any personal property as may be beneficial to the fulfillment of the charitable, scientific and educational purposes of the Corporation and other affiliated organizations; to lease all or a portion of such real and personal property; to borrow funds in order to expand, enhance, support or maintain the activities of the Corporation or any of its affiliated organizations; to make charitable contributions to any affiliated organizations; to manage and operate any of its assets or the assets of others in recognition and attainment of the foregoing objectives; and to utilize its income in furtherance of the foregoing objectives. Article II of the Articles is intended as both objects and powers, and shall not limit the objects or powers of the Corporation to accomplish any approved charitable, scientific, or educational purpose within the meaning of Section 501(c)(3) of the Code as hereafter amended or supplemented by acts of Congress, and of such pertinent regulations thereunder as have been or hereafter may be promulgated. Notwithstanding anything herein to the contrary, no powers enumerated herein accorded to the Directors generally pursuant to law shall be construed to permit the property of this Corporation to be used other than for approved charitable, religious, scientific or educational purposes.

ARTICLE VI LIMITATIONS ON ACTIVITIES

No part of the net earning of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director or Officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation, provided, however, the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon a non-profit corporate member described in Section 501(c)(3) of the Code 1986. 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 any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code.

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or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VII ADDRESS OF REGISTERED OFFICE NAME OF REGISTERED AGENT

The street address of the registered office of the Corporation is 2832 Staples Avenue, Key West, FL 33040. The registered agent of the Corporation is Elmira Leto.

ARTICLE VIII BOARD OF DIRECTORS

- A. The business of the Corporation shall be managed by a Board of Directors.
- B. The Board of Directors shall hold meetings at such times and place as described in the Bylaws.
- C. All decisions of the Board of Directors shall be made by the majority vote of the Directors at a meeting, unless otherwise provided in the Bylaws, or in these Articles.
- D. The names and addresses of the persons who will serve as initial Directors are as follows:

Bruce Halle, P.O. Box 778, Long Key, FL 33001

Howard Livingston, 526 Caribbean Drive, Summerland Key, FL 33042

Barry Wray, 247 Pueblo Street, Tavernier, FL 33070

Rev. Denise McLeod, 717 Simonton Street, Key West, FL 33040

ARTICLE IX OFFICERS

The Officers shall be the same as the Directors. The names and addresses of the persons who will serve as the initial principal Officers are as follows:

| | |
|--------------------|----------------|
| Bruce Halle | President |
| Howard Livingston | Vice President |
| Barry Wray | Secretary |
| Rev. Denise McLeod | Treasurer |

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ARTICLE X BYLAWS

The Directors shall adopt Bylaws for the Corporation. The Bylaws may be amended, altered, modified or revoked by the Directors in any manner permitted by the Bylaws.

ARTICLE XI COMMENCEMENT OF EXISTENCE

The Corporation shall be deemed to commence its existence on the date of filing and assignment of charter number.

ARTICLE XII INDEMNIFICATION

The Corporation shall indemnify any Director or Officer or former Director or Officer for expenses and costs (including attorney's fees) actually and necessarily incurred thereby in connection with any claim asserted against that person, by action or otherwise, by reason of such person being or having been such Director or Officer, except in relation to matters to which such person shall have been guilty of gross negligence or willful malice with respect to the manner in which indemnity is sought. By order of the Directors, the Corporation may, under comparable terms and limitations, indemnify employees and agents of the Corporation with respect to activities in the scope of their services performed on behalf of the Corporation.

ARTICLE XIII DISSOLUTION

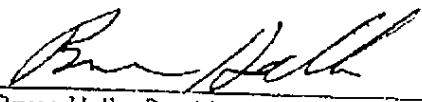
Upon the dissolution of the Corporation, the Directors of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, to one or more Florida organizations located in Key West, Florida exempt from taxation under Section 501(c)(3) of the Code, or if that corporation is not exempt from taxation under Section 501(c)(3) of the Code at the time of such disposition, then it shall be distributed to an organization exempt from taxation under Section 501(c)(3) of the Code at the direction of the current Directors of the Corporation. Any assets not so disposed of shall be disposed of by court of competent jurisdiction exclusively for such purposes or organizations organized and operated exclusively for such purposes, as said court shall determine.

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ARTICLE XIV AMENDMENT OF THE ARTICLES OF INCORPORATION

These Articles may be amended, altered, modified or revoked only upon the vote of the majority of the Directors.

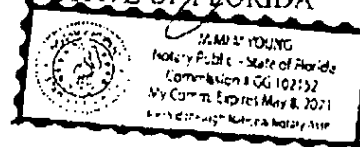
IN WITNESS WHEREOF, I, have subscribed my name this 6 day of Dec 2018.


Bruce Halle, President

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 6 day of December 2018, by Bruce Halle. (Check One) ☐ He is personally known to me or ☒ He has produced _____ as identification.


NOTARY PUBLIC-STATE OF FLORIDA
At Large



H18000344801 3The date of each amendments(s) adoption: 10-18-2018Effective date if applicable: N/A
(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.

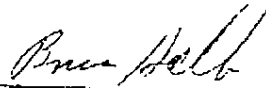
☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the Board of Directors.

Dated 12-6-2018Signature Bruce Halle
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected by an incorporation - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)Bruce Halle
(Typed or printed name of person signing)President
(Title of Person Signing)

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process of the above-styled corporation, at the office stated above, I hereby state that I am familiar and understand the obligations of Registered Agent and I accept to act in the capacity of Registered Agent and accept the appointment.



Bruce Halle
Registered Agent