

N33883

Historic Florida Keys Foundation
Requestor's Name

510 Greene St.
Address

Key West FL 33040
City/State/Zip Phone #

000002236946--0
-07/14/97--01028--028
*****35.00 *****35.00
Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Historic Florida Keys Foundation, INC
(Corporation Name) (Document #)
2. _____ Amended &
(Corporation Name) (Document #)
3. _____ Restated
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time _____ ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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DIVISION OF CORPORATION

NEW FILINGS	
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☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/ Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

HISTORIC FLORIDA KEYS FOUNDATION, INC.

(A Corporation Not for Profit)

Pursuant to the provisions of Chapter Law 97-68, Laws of Florida, these Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors on the 11th day of July, 1997.

There are no voting members of the Corporation except Directors.

ARTICLE I

The name of the corporation shall be HISTORIC FLORIDA KEYS FOUNDATION, INC. The principal address of the Corporation is: 510 Greene Street, Key West, Florida 33040. The Board of Directors may from time to time establish other offices within or without the State of Florida as may seem desirable.

ARTICLE II

Consistent with section 9 of Chapter Law 97-68, the exclusive purpose of this corporation is to assist and promote the programs of the Division of Historical Resources, Department of State, in carrying out its responsibilities to restore, preserve, maintain, reconstruct, reproduce, and operate for the use, benefit, education, recreation, enjoyment, and general welfare of the people of this state and nation certain ancient or historic landmarks, sites, cemeteries, graves, military works, monuments, locations, remains, buildings, and other objects of historical or antiquarian interest of the City of Key West and Monroe County and to research, prepare, publish, and procure for the use and benefit of the general public books, reports, articles, pamphlets, brochures, documents, maps, photographs, films, sound recordings, and other products of a similar nature in furtherance of the protection and preservation of and the dissemination of information about historic sites and properties, as well as persons, places, events, conditions, objects, patterns, behaviors, records, and times pertaining to Florida history, which products may be used by the Division or may be made available for use or distributed by the Division to any person or entity, public or private, with or without charge or profit.

The corporation shall assist the Division in carrying out its purposes by raising money; submitting requests for and receiving grants from the Federal Government, the State or its political subdivisions, private foundations, and individuals; receiving, holding, investing, and administering property; and making expenditures for the

management of the state-owned buildings and for the purpose of advancing historic preservation in the Florida Keys.

ARTICLE III

The term of existence of this Corporation shall be perpetual.

ARTICLE IV

The membership of the Corporation shall be composed of any person or organization interested in the history, architecture or archaeology of the Florida Keys who is selected to membership by the Board of Directors of the Corporation under terms set forth in the bylaws. The Board of Directors by majority vote of those present at any regular, special or adjourned meeting may decline to renew membership for cause. The Board of Directors may provide appropriate bylaws for membership categories and establish the payment of fees as a condition of membership.

ARTICLE V

The names and post office addresses of the incorporators are: Irving Eyster, Rt. 1, Box 96, Islamorada, Florida 33036, Vincent Mancini, 3832 Eagle, Key West, Florida 33040, and Lois Stormont, 168 Coconut Row, Tavernier, Florida 33070.

ARTICLE VI

The general affairs of this corporation shall be managed by the Board of Directors consisting of not less than fifteen (15) nor more than twenty-one (21). Following the expiration of the terms enumerated in Article VII, each other director shall serve a term of three years. The directors shall include a chairman elected by the Board of Directors in accordance with the bylaws and five (5) members from each of the following communities in the Florida Keys: Key West, Lower Keys, Middle Keys, and Upper Keys, the boundaries of which shall be determined by the by-laws of the corporation.

ARTICLE VII

The names, addresses, and initial terms of the members of the Board of Directors and the expiration of their terms are as follows:

BOARD MEMBER

TERM EXPIRATION

Danny Toppino - Chairman
P.O. Box 787
Key West, FL 33041

July 31, 2000

Lucie Adams - Key West
723 Fleming St.

July 31, 2000

Key West, FL 33040

Melissa Kendrick - Key West
200 Greene St.
Key West, FL 33040

July 31, 1998

Gordon Smith - Key West
1100 Truman Ave.
Key West, FL 33040

July 31, 1999

John Behmko - Key West
105 Front St.
Key West, FL 33040

July 31, 1999

Betty Rubinstein - Key West
1500 White St.
Key West, FL 33040

July 31, 1999

Dee Lloyd - Lower Keys
1665 Canal St.
Big Pine Key, FL 33043

July 31, 1999

Dona Merritt - Lower Keys
209 Duval St.
Key West, FL 33040

July 31, 1998

Ruth Becker - Lower Keys
P.O. Box 2
Big Pine Key, FL 33043

July 31, 1998

John Viale - Lower Keys
21068 4th Ave.
Cudjoe Key, FL 33042

July 31, 1999

George Price - Lower Keys
17144 Green Turtle Lane
Summerland Key, FL 33042

July 31, 1998

Edmund Earl Carty - Middle Keys
P.O. Box 513
Marathon, FL 33050

July 31, 2000

Juanita LeBaron - Middle Keys
999 41st St. (Gulfside)
Marathon, FL 33050

July 31, 1998

Brian Schmitt - Middle Keys

July 31, 1998

11100 Overseas HWY
Marathon, FL 33050

David Rice - Middle Keys
3000 41st St. Ocean
Marathon, FL 33050

July 31, 2000

Jaquae Smith - Middle Keys
P.O. Box 536
Marathon, FL 33050

July 31, 1999

Shirley Faye Albury - Upper Keys
P.O. Box 232
Tavernier, FL 33070

July 31, 1998

Alice Allen - Upper Keys
P.O. Box 205
Tavernier, FL 33070

July 31, 1999

Nick Mulick - Upper Keys
187 Cort Lane
Tavernier, FL 33070

July 31, 2000

David Ritz - Upper Keys
100 Anchor Dr. #505
Key Largo, FL 33037-5273

July 31, 2000

Bernadette Lannon - Upper Keys
137 Fontaine Dr.
Tavernier, FL 33070

July 31, 2000

ARTICLE VIII

The bylaws of the Corporation may be made, altered or rescinded by resolution duly adopted at any meeting of the Board of Directors by two-thirds vote of all directors.

ARTICLE IX

This Corporation is organized under a non-stock basis.

ARTICLE X

These Articles of Incorporation may be amended by resolution duly adopted at any meeting of the Board of Directors of the Corporation by two-thirds vote of all directors.

ARTICLE XI

No incorporator or member shall have any vested right, interest or privilege of, in or to the assets, functions, affairs, or franchises of the Corporation, or any right, interest or privilege which may be transferable or inheritable, or which shall continue if his membership ceases, or while he is not in good standing.

ARTICLE XII

In the event the support relationship, as set out in Article II, between this corporation and the Division of Historical Resources, Department of State, terminates for any reason, or the Corporation ceases to exist for any reason, the Corporation shall dissolve and all of its assets shall revert and transfer to the Division of Historical Resources, Department of State, or to the State of Florida for exclusive public purposes.

ARTICLE XIII

The Corporation shall have all the corporate powers now, or hereafter, given by the Laws of the State of Florida, and in addition thereto shall have the following powers:

To contract and be contracted with, sue and be sued, invest and reinvest the funds of the Corporation, and to do all acts and things requisite, necessary, property or desirable, to carry out the purposes for which the Corporation was formed;

To act as trustee and funds, or other assets, given for all or any of its purposes; to receive by bequest, devise, gift, purchase, lease, or otherwise, either absolutely or in trust, property as such trustee; to sell and convey such property and to invest and reinvest the proceeds from the sale, or proceeds and income therefrom, in such manner for the purposes of the Corporation as in the discretion of the Board of Directors will best promote the purposes of the Corporation, provided, however, that no real property shall be pledged, hypothecated, transferred or otherwise acquired or disposed of without the prior approval of the Division of Historical Resources;

To follow and comply with instructions, or conditions, given by any donor, grantor, testator, or testatrix, as to the disposition of property or funds, whether such gift, devise or bequest shall be absolute or in trust; and to administer the same in accordance with such instructions, or conditions, shall be binding upon the Board of Directors of the Corporation; provided, however, if the purpose for which any bequest, devise, or gift was made shall cease to exist and the instructions and conditions under which they were acquired impracticable to follow and comply with, then such a

bequest, devise, or gift shall be administered as the Corporation deems best to accomplish its goals;

To incorporate as a part of the general fund of the Corporation all bequests, devises or gifts in the absence of specific instructions of the donor, grantor, testator, or testatrix. The disposition of such property and funds shall be made for a purpose or purposes of the Corporation in the discretion of the Board of Directors; and

To do all things incident or necessary to carrying out the purposes of the Corporation.

ARTICLE XIV

The Board of Directors shall meet annually for the election of officers and the transaction of other business at a time and place fixed by the Bylaws. Other meetings of the Board of Directors may be held as provided in the By-laws.

HISTORIC FLORIDA KEYS FOUNDATION, INC.

Daniel P. Toppino
President

ATTEST: *Lucie F. Adams*
Secretary/Treasurer

State of Florida
County of Monroe

Before me, the undersigned authority, personally appeared
Daniel P. Toppino and *Lucie F. Adams*
known by me to be the President and Secretary/Treasurer of the Historic Florida Keys Foundation, Inc., and they acknowledged before me that they executed the above and foregoing for the purposes therein stated.

Dona Merritt
Notary Public
My Commission expires 2-22-2001
Commission No # CC618024

