

Law Offices Of  
**MICHAEL R. BARNES, P.A.**  
513 Westland Street  
Post Office Box 1777  
Key West, Florida 33041-1777

Telephone: (305) 298-5254

MICHAEL R. BARNES, P.A.  
CHARLES DANIEL S. SALS

Facsimile: (305) 298-5254

Of Counsel - Tallahassee, FL  
William VonDorck  
Of Counsel - Ft. Lauderdale, FL  
Rodman, P.A. & Williams, Esq.

December 19, 1994

Secretary of State  
Division of Corporations  
The George Firestone Building  
409 E. Gaines Street  
Tallahassee, FL 32399

Att: New Filings Division

000001359570  
-12/21/94--01131--012  
\*\*\*122.50 \*\*\*122.50

Dear Sir/Madam:

Please find enclosed one (1) original and one (1) copy of Articles of Incorporation to be filed along with a Certificate of Designation for the Registered Agent.

Also enclosed is our check in the amount of \$122.50 for the filing fee and certified copy. Please return our copy and Certificate in the self addressed Federal Express mailer.

I appreciate your help. If you have any questions, please feel free to give me a call collect at the number on the letterhead.

Sincerely,

LAW OFFICES OF MICHAEL R. BARNES

*DiAnna L. Williams*  
DiAnna L. Williams  
Office Manager

Enclosure

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JAN -3 AM 11:26



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

December 23, 1994

MICHAEL R. BARNES, P.A.  
DIANNA L. WILLIAMS  
513 WHITEHEAD ST.  
KEY WEST, FL 33040

SUBJECT: KEY WEST INNKEEPER'S ASSOCIATION, INC.  
Ref. Number: W94000027204

We have received your document for KEY WEST INNKEEPER'S ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

YOU MUST REFERENCE THE "FLORIDA NOT FOR PROFIT CORPORATION ACT", IN YOUR PREAMBLE. NOT THE "BUSINESS CORPORATION ACT", WHICH IS FOR PROFIT CORPORATIONS.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return 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 (904) 487-6931.

Steven Godfrey  
Corporate Specialist

Letter Number: 994A00054264

**ARTICLES OF INCORPORATION  
OF  
KEY WEST INNKEEPER'S ASSOCIATION, INC.**

**FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JAN -3 AM 11:26**

The undersigned incorporation, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I: NAME**

The name of the corporation shall be **KEY WEST INNKEEPER'S ASSOCIATION, INC.**

**ARTICLE II: DURATION**

This corporation shall exist perpetually unless dissolved according to Florida law.

**ARTICLE III: PURPOSE**

The corporation is organized for the purpose of promoting the Innkeeping Industry in Key West and in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV: PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 414 Simonton Street, Key West, FL 33040.

#### **ARTICLE V: CAPITAL STOCK**

There is no authorized stock of this corporation.

#### **ARTICLE VI: INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is Michael R. Barnes, P.A., 513 Whitehead Street, Key West, FL 33040.

#### **ARTICLE VII: INCORPORATOR**

The name and address of the incorporator of these Articles of Incorporation is Michael R. Barnes, P.A., 513 Whitehead Street, Key West, FL 33040.

#### **ARTICLE VIII: INITIAL BOARD OF DIRECTORS**

The name and address of each member of the initial Board of directors of the corporation is Ed Cox, c/o Pilot House Guest House, 414 Simonton Street, Key West, FL 33040, Darryl Meyer, c/o Artist House, 534 Eaton Street, Key West, FL 33040, Ed Czaplicki, c/o Watson House, 525 Simonton Street, Key West, FL 33040 and Tom Holt, c/o Pines Key West, 521 United Street, Key West, FL 33040. The method of election of the Board of Directors shall be in accordance with the provisions set forth in the By-Laws.

#### **ARTICLE IX: SPECIAL CLAUSES**

This is a corporation not for profit.

The undersigned has executed these Articles of Incorporation this 29th day of  
December, 1994.

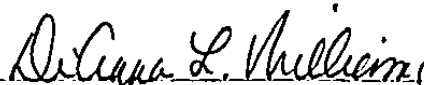


MICHAEL R. BARNES  
Incorporator

STATE OF FLORIDA  
COUNTY OF MONROE

Before me, a Notary Public authorized to take acknowledgments in the State and  
County set forth above, personally appeared MICHAEL R. BARNES, who is  
personally known to me and who executed the foregoing Articles of Incorporation,  
who acknowledged before me that he executed these Articles of Incorporation,  
and that an oath was not taken.

Witness my hand and official seal in the County and State last aforesaid this 29th  
day of December, 1994.



DiAnna L. Williams

(SEAL)

Commission Expires:



DIANNA L. WILLIAMS  
My Commission CC409065  
Expires Sep. 22, 1995  
Bonded by HAI  
800-422-1555

## CERTIFICATE OF DESIGNATION

### REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is Key West Innkeeper's Association, Inc.
2. The name and address of the registered agent and office is Michael R. Barnes, P.A., 513 Whitehead Street, Key West, FL 33040.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
MICHAEL R. BARNES, P.A.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JAN -3 AM 11:26

N95000000041

SUSAN M. CARDENAS, P.A.

ATTORNEY AT LAW

420 HILFING STREET, KEY WEST, FL 33040  
TELEPHONE (305) 294-0252 FAX (305) 296-4311

SUSAN M. CARDENAS

ADMITTED IN FLORIDA, VIRGINIA,  
WASHINGTON, D.C. & (DAK)

OF COUNSEL

ADELE VIRGINIA STONES

May 30, 1996

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

900001853758  
-06/06/96--01077--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Statement of Change of Registered Office and Registered Agent.

Dear Division of Corporations:

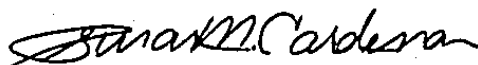
Enclosed please find a Statement of Change of Registered Office and Registered Agent for the following corporation not for profit:

KEY WEST INNKEEPERS ASSOCIATION, INC.

Also enclosed is a check in the amount of \$35.00 to cover the filing fees. Once this Statement of Change is filed, please forward acknowledgement to the above letterhead address.

Should you have any questions, please do not hesitate to contact this office. Thank you for your assistance in this matter.

Sincerely,



Susan M. Cardenas

SMC/st  
Enclosures

cc: Key West Innkeepers Association, Inc.

RA Change

JUN 13 1996

96 JUN -6 AM 8:38

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Florida Department of State, Sandra B. Mortham, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED  
AGENT OR BOTH FOR CORPORATIONS NOT FOR PROFIT**

Pursuant to the provisions of section 617.1507 or 617.1508, Florida Statutes, the undersigned corporation not for profit, organized under the laws of the State of Florida, submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: KEY WEST INNKEEPERS ASSOCIATION, INC.

Date of Incorporation: January 3, 1995

Document Number: N95000000041

2. The name and address of the current registered agent and office:

Michael R. Barnes, P.A.  
513 Whitehead Street  
Key West, FL 33040

3. The name and address of the new registered agent and office:

Susan M. Cardenas  
Susan M. Cardenas, P.A.  
420 Fleming Street  
Key West, FL 33040

The street address of its registered agent and the street address of the business office of its registered agent as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

SIGNATURE

*[Signature]*  
(Name and Title)

DATE

*June 4, 1996*

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

*[Signature]*  
(Registered Agent)

DATE

*5/30/96*

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

FILED STATE  
SECRETARY OF CORPORATIONS  
96 JUN -6 AM 8:38