

GREENMAN & MANZ
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AT LAW

Franklin D. Greenman, P.A.
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P. Taylor Belgard

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5800 Overseas Highway
Marathon, FL 33050
(305) 743-2351
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January 23, 1995

N950000000465

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

600001390816
-01/26/95--01118--008
****122.50 ****122.50


RE: MARATHON ART GUILD, INC.
Our File #95-008

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for the above referenced corporation. Also enclosed is a check in the amount of \$122.50 for filing of same.

Should you have any questions please do not hesitate to call. Thank you for your assistance.

Respectfully,


Zoraida Frederick for
Franklin D. Greenman

FDG/zf

Enclosure

FILED
1995 JAN 26 AM 9:20
TALLAHASSEE, FLORIDA

N.P.
BDB 1/31/95
N95-465

ARTICLES OF INCORPORATION
OF
MARATHON ART GUILD, INC.

FILED
1995 JAN 26 AM 9 20
SEAL
TALLAHASSEE FLORIDA

The undersigned, acting as incorporators of a corporation under the Not for Profit Corporation Act of the State of Florida, adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation, hereinafter referred to as the "Corporation" is MARATHON ART GUILD, INC. and its principal place of business shall be 680 11th Street, Key Colony Beach, Florida, 33051 and its mailing address shall be P.O. Box 501382, Marathon, Florida 33050.

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purpose of the corporation is to encourage and support local artists to exhibit and display their work, to help promote and sell their work and generally to do any and all things necessary, pertinent, or convenient to the purposes herein and hereby stated or any activity or business permitted under the laws of the United States and of this State and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all of the things incidental to them or connected with them that are not forbidden by Florida corporation Laws or by any other law, or by theses Articles of Incorporation, and to carry out the said purposes in any State, Territory, District, or possession of the United States, or in any foreign country.

ARTICLE IV

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any 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 member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V

The qualifications for members and the manner of their admissions shall be regulated by the by-laws.

ARTICLE VI

The initial street address in the state of Florida of the initial registered office of the Corporation is 5800 Overseas Highway, Suite 40, Marathon, Florida 33050, and the name of the initial registered agent at such address is Franklin D. Greenman, P.A..

ARTICLE VII

The territory in which the operations of the Corporation are principally to be conducted is the United States of America and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

ARTICLE VIII

The initial board of directors shall consist of at least three (3) members, who need not be residents of the state of Florida.

ARTICLE IX

The names and addresses of the persons who shall serve as directors until the first annual meeting of members, or until their successors shall have been elected and qualified, are as follows:

Carolyn Halbach
P.O. Box 510299
Key Colony Beach, FL 33051

Barbara Hettinger
Rt. 5, Box 651
Big Pine Key, FL 33043

Mary Harper
680 11th Street
Key Colony Beach, FL 33051

Nancy Gagliardini
302 Sombrero Blvd.
Marathon, FL 33050

The qualifications for future directors and the manner of their admissions shall be regulated by the by-laws.

ARTICLE X

The names and addresses of the initial incorporators are as follows:

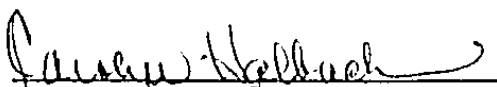
Carolyn Halbach
P.O. Box 510299
Key Colony Beach, FL 33051

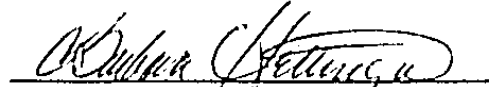
Barbara Hettinger
Rt. 5, Box 651
Big Pine Key, FL 33043

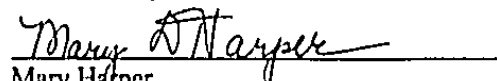
Mary Harper
680 11th Street
Key Colony Beach, FL 33051


Nancy Gagliardini
302 Sombrero Blvd.
Marathon, FL 33050

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation at Marathon, Monroe County, Florida, on this 20th day of January, 1995.


Carolyn Halbach


Barbara Hettinger

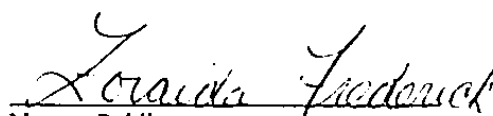

Mary Harper


Nancy Gagliardini

STATE OF FLORIDA
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 11th day of January, 1995 by CAROLYN HALBACH, who is personally known to me or who has produced _____ as identification and who (did)(did not) take an oath.

(SEAL.)


Notary Public
State of Florida
My Commission Expires:



ZORAIDA FREDERICK
My Comm Exp. 4-27-96
Bonded By Service Ins. Co
No. 00196819

STATE OF FLORIDA
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 12 day of January, 1995 by
BARBARA HETTINGER, who is personally known to me or who has produced
_____ as identification and who (did)(did not) take an oath.

(SEAL)

Zoraida Frederick
Notary Public
State of Florida
My Commission Expires:



ZORAIDA FREDERICK
My Comm Exp. 4-27-96
Bonded By Service Ins. Co.
No. CC196819

STATE OF FLORIDA
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 18 day of January, 1995 by
MARY HARPER, who is personally known to me or who has produced _____ as
identification and who (did)(did not) take an oath.

(SEAL)

Zoraida Frederick
Notary Public
State of Florida
My Commission Expires:



ZORAIDA FREDERICK
My Comm Exp. 4-27-96
Bonded By Service Ins. Co.
No. CC196819

STATE OF FLORIDA
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 20 day of January, 1995 by
NANCY GAGLIARDINI, who is personally known to me or who has produced
_____ as identification and who (did)(did not) take an oath.

(SEAL)

Zoraida Frederick
Notary Public
State of Florida
My Commission Expires:



ZORAIDA FREDERICK
My Comm Exp. 4-27-96
Bonded By Service Ins. Co.
No. CC196819

CERTIFICATE DESIGNATING REGISTERED AGENT FOR
SERVICE OF PROCESS IN THIS STATE

FILED
1995 JAN 26 AM 9:20
TALLAHASSEE, FLORIDA

The following is submitted in compliance with law.

MARATHON ART GUILD, INC., a not-for-profit corporation organizing under the laws of the State of Florida with its principal office located at 5800 Overseas Highway, Marathon, Florida 33050, hereby designates Franklin D. Greenman, P.A., as its agent at that address to accept service of process within this state.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to put my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.


Franklin D. Greenman

STATE OF FLORIDA
COUNTY OF MONROE

BEFORE ME, the undersigned authority, this day personally appeared Franklin D. Greenman, who is personally known to me and after being duly sworn, deposes and says that the facts and matters contained above are true and correct and that he has executed the same for the purpose expressed therein.

WITNESS my hand and official seal in the County and State last aforesaid this 23rd day of January, 1995.

(SEAL)


Notary Public

State of Florida

My Commission Expires:



ZORAIDA FREDERICK
My Comm Exp. 4-27-96
Bonded By Service Ins. Co.
No. CC196819