

N95000002544

LAW OFFICE  
of  
J. JEFFERSON OVERBY  
PROFESSIONAL ASSOCIATION  
330 WHITEHEAD STREET, SUITE 205  
P. O. BOX 126  
KEY WEST, FLORIDA 33041-0126

Telephone (305) 296-1707

April 17, 1995

FILED  
95 MAY 30 PM 3:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
Facsimile (305) 292-1921

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

Re: Incorporation of Key West Aids Memorial, Inc

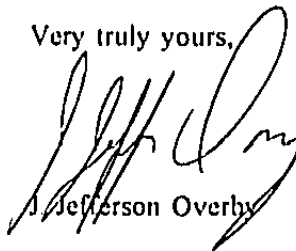
To whom it may concern:

Enclosed please find an original and one copy of the Articles of Incorporation of Key West Aids Memorial, Inc. and my check, payable to the Secretary of State in the amount of \$70.00. for the filing and incorporation of the above referenced not for profit corporation.

Please stamp the copy and return same to me at your convenience.

Thanking you in advance for your prompt attention, I remain,

Very truly yours,

  
J. Jefferson Overby

100001462871  
-04/21/95--01061--005  
\*\*\*70.00 \*\*\*70.00

W95-8878

634,626

APR 30



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 26, 1995

J. JEFFERSON OVERBY  
ATTORNEY AT LAW  
P.O. BOX 126  
KEY WEST, FL 33041-0126

SUBJECT: KEY WEST AIDS MEMORIAL, INC.  
Ref. Number: W95000008878

We have received your document for KEY WEST AIDS MEMORIAL, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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.

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) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 495A00019665

ARTICLES OF INCORPORATION  
OF

KEY WEST AIDS MEMORIAL, INC.

The undersigned, for the purpose of forming a corporation not for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I  
Name

The name of the corporation is:

KEY WEST AIDS MEMORIAL, INC.

Article II  
Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III  
Nature of Business

This corporation is organized for the purpose of establishing and maintaining a living symbolic memorial to acknowledge the loss to our Key West community of all who have died of AIDS. The Corporation shall be authorized to operate in any other manner permitted by law.

Article IV  
Directors

(a) Number. This corporation shall have 3 directors initially. The initial directors and all subsequent directors shall be elected according to the terms of the BYLAWS. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The names and street addresses of the members of the first board of directors of the corporation are:

<u>Names</u>	<u>Street Addresses</u>
Michael B. Ingram President	1113 Fleming St. Key West, Florida 33040

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95 MAY 30 PM 3:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Jefferson Overby  
Vice-President

330 Whitehead Street  
Suite 205  
Key West, Florida 33040

Ron Herron  
Secretary/Treasurer

1118 Varela Street  
Key West, Florida 33040

(c) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article V  
Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by the board of directors.

Article VI  
Initial Registered Office and Agent

The street address of the Corporation's principal office shall be 1113 Fleming Street, Key West, FL 33040. The initial registered office of this corporation is 1113 Fleming St., Key West, Florida 33040, and the name of the initial registered agent of this corporation at that address is Michael B. Ingram.

Article VII  
Incorporators

The names and street addresses of the incorporators for these Articles of Incorporation are:

<u>Names</u>	<u>Street Addresses</u>
Michael B. Ingram	1113 Fleming St. Key West, Florida 33040
J. Jefferson Overby	330 Whitehead Street Suite 205 Key West, Florida 33040
Ron Herron	1118 Varela Street Key West, Florida 33040
Michael Dively	1230 Seminary Street Key West, Florida 33040
Rev. Steve Torrence	1215 Petronia Street Key West, Florida 33040

Jak Warburton

812 South Street, Apt. #1  
Key West, Florida 33040

Lou Hernandez

1505 Laird Street  
Key West, Florida 33040

Darryl Fohrman

322 Elizabeth Street  
Key West, Florida 33040

Carol Rogers

1800 Atlantic Blvd.  
Key West, Florida 33040

Adrian Davies

1403 Truman Ave.  
Key West, Florida 33040

IN WITNESS WHEREOF, the undersigned Incorporator has executed  
these Articles the 24 day of March, 1995.



Michael B. Ingram, Incorporator

STATE OF FLORIDA                   )  
  ) SS  
COUNTY OF MONROE                )

The foregoing instrument was acknowledged before me this 10<sup>th</sup>  
day of April, 1995, by Michael B. Ingram.

Joan M. Garcia  
Notary Public, State of Florida  
at Large

My Commission Expires:



JOAN M. GARCIA  
MY COMMISSION # CC420367 EXPIRES  
November 14, 1998  
BONDED THROUGH FARM INSURANCE, INC.

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

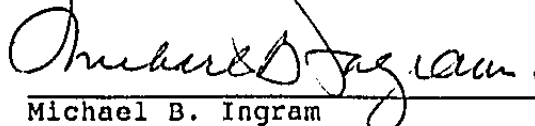
Pursuant to the provisions of section 607.0501 et seq., Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: KEY WEST AIDS MEMORIAL, INC.

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

Michael B. Ingram  
1113 Fleming St.  
Key West, Florida 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 B. Ingram  
Registered Agent

FILED  
95 MAY 30 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**LAW OFFICE**  
of  
**J. JEFFERSON OVERBY**  
PROFESSIONAL ASSOCIATION  
330 WHITEHEAD STREET, SUITE 205  
P.O. BOX 126  
KEY WEST, FLORIDA 33041-0126

July 30, 1996

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

[illegible]

Re: N95000002544  
Key West Aids Memorial, Inc.

**To whom it may concern:**

Enclosed please find an original and one copy of our Amended Articles of Incorporation along with our check in the amount of : \$43.75. Please process the Amended Articles, and return a stamped copy of the Amended Articles of Incorporation to us, along with a copy of the file (including a copy of the original Articles of incorporation), and a certification of status of the Corporation , at your earliest convenience.

Please process our request as expeditiously as possible so that we may proceed with this very important project. Should you have any questions, please do not hesitate to contact me.

Very truly yours

J/ Jefferson Overby

cc: Congressman Deutsch

FILED  
96 AUG 26 AM 9:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
SH 2/27  
Amend





FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 16, 1996

J. JEFFERSON OVERBY  
P.O. BOX 126  
KEY WEST, FL 33041-0126

SUBJECT: KEY WEST AIDS MEMORIAL, INC.  
Ref. Number: N95000002544

We have received your document for KEY WEST AIDS MEMORIAL, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 396A00039163

LAW OFFICE  
of  
J. JEFFERSON OVERBY  
PROFESSIONAL ASSOCIATION  
330 WHITEHEAD STREET, SUITE 205  
P O BOX 126  
KEY WEST, FLORIDA 33041-0126

Telephone (305) 296-1707

Facsimile (305) 292-4921

August 20, 1996

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

Re: N95000002544  
Key West Aids Memorial, Inc.

To whom it may concern:

Enclosed please find an original and one copy of our Amended Articles of Incorporation as *corrected* pursuant to your instructions in your letter to us of August 16, 1996, a copy of which is attached.

Please process the Amended Articles, and return a stamped copy of the Amended Articles of Incorporation to us, along with a copy of the file (including a copy of the original Articles of incorporation), and a certification of status of the Corporation, at your earliest convenience.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

  
J. Jefferson Overby

**AMENDED ARTICLES OF INCORPORATION  
OF KEY WEST AIDS MEMORIAL, INC.**

The undersigned, who is a citizen of the United States, desiring to Amend the Articles of Incorporation of a Non-Profit Corporation under the Non-Profit Corporation laws of Florida, do hereby certify and adopt the following Amended Articles of Incorporation:

**ARTICLE I**

**Name**

The name of the Corporation shall be : **KEY WEST AIDS MEMORIAL, INC.**

**ARTICLE II**

**Location and Registered Agent**

The place in this state where the principal office of the Corporation is to be located is the City of Key West, Monroe County. The street address of the initial registered office of this Corporation is: 1113 Fleming Street, Key West, Florida 33040, and the name of the initial registered agent of this Corporation at that address is: Michael B. Ingram.

**III**

**Purpose and Nature of Business**

Said 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 the corresponding section of any future tax code. This corporation is organized for the purpose of establishing and maintaining a living symbolic memorial to acknowledge the loss to our Key West community of all who have died of AIDS. The corporation shall be authorized to operate in any manner consistent and permitted with the law and the IRS code.

**IV**

**Names of Initial Trustees/Directors**

(a) **Number.** This Corporation shall have three Directors/Trustees initially. The number may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) **Initial Directors/ Trustees.** The names and street addresses of the members of the first Board of Directors/ Trustees of the Corporation are:

<u>Name</u>	<u>Street Address</u>
Michael B. Ingram President/Trustee	1113 Fleming Street Key West, FL 33040

J. Jefferson Overby  
Vice-President/Trustee

330 Whitehead St., #205  
Key West, FL 33040

Ron Herron  
Secretary/Treasurer/Trustee

1118 Varella Street  
Key West, FL 33040

C) Indemnification. The board of Directors/ Trustees is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

#### V Distributions

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal revenue code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(3) of the Internal revenue Code, or the corresponding section of any future federal tax code.

#### VI Dissolution/Assets

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue code, or the corresponding section of any future federal tax code, or shall be distributed 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 a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

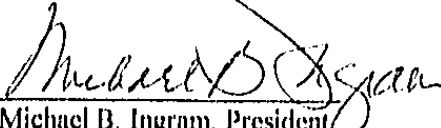
#### VII Bylaws

The initial bylaws of this Corporation shall be adopted by the directors/trustees. Bylaws shall be adopted, altered, amended or repealed from time to time by the board of directors.

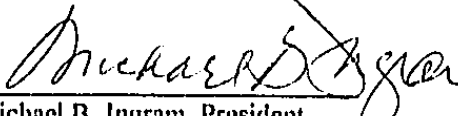
VIII  
Duration

This corporation shall exist perpetually unless dissolved in accordance with Article VI and existing Federal and Florida law. Corporate existence commenced when these articles were originally filed by the Department of State: May 30, 1995.

IN WITNESS WHEREOF, the undersigned Director has executed these Amended Articles of Incorporation the 6<sup>th</sup> day of August, 1996.

  
Michael B. Ingram, President

I hereby certify that there are no members entitled to vote on the proposed amendments attached hereto. I further certify that the entire Board of Directors unanimously approved these amendments on August 6, 1996 at a properly noticed meeting of the Board of Directors. The effective date of the adoption of these amendments is August 6, 1996.

  
Michael B. Ingram, President