

# N95000002673

## TRANSMITTAL LETTER

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

SUBJECT: FLORIDA KEYS DISCOVERY, INC.  
(Proposed corporate name - must include suffix)

RECEIVED  
MAY 30 1995  
TALLAHASSEE, FLORIDA  
Pm 2:51

Enclosed is an original and one (1) copy of the articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☒ \$122.50 \*  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

FROM:

JOYCE CLARK NEWMAN

Name (Printed or typed)

P.O. BOX 430137

Address

BIG PINE KEY, FL 33043 - 0137

City, State & Zip

(305) 872-3725

Daytime Telephone number

500001502045  
-05/31/95--01056--020  
\*\*\*\*122.50 \*\*\*\*122.50

\* Please note that I have enclosed materials and appropriate fee for the certified Articles of Incorporation to be returned by Federal Express Courier. Thank you.

✓ NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

FLORIDA KEYS DISCOVERY, INC.

A NOT FOR PROFIT FLORIDA CORPORATION

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I:  
NAME

The name of the corporation is Florida Keys Discovery, Inc.

ARTICLE II:  
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The location of the initial principal office is 8 Pensacola Road, Big Pine Key, Florida 33043. The initial mailing address is Post Office Box 430137, Big Pine Key, Florida 33043-0137.

ARTICLE III:  
PURPOSES

The specific purposes for which Florida Keys Discovery, Inc. is organized are:

to promote and stimulate public interest and participation in the appreciation and understanding of the history, culture, arts, natural environment, beauty and uniqueness of the Florida Keys through public and private lectures, presentations, programs, exhibits, nature walks and field trips;

to help create a sense of community by facilitating communication and education between long-time Keys residents and newcomers about the various elements that make the Florida Keys interesting, significant and unique;

to purchase, lease or otherwise acquire real and personal property incidental to the operation of said corporation; and

to any other act or thing incidental to or connected with the foregoing purposes or in the advancement thereof but not for pecuniary profit or financial gain of its members, directors or officers except as permitted under Federal law and Florida Statutes regarding not for profit corporations.

**ARTICLE IV:  
INITIAL DIRECTORS**

The names and addresses of the initial directors of Florida Keys Discovery, Inc. are as follows:

George A. Benson, Post Office Box 430377, Big Pine Key, Florida 33043-0377;

Wayne Jessup, Post Office Box 431618, Big Pine Key, Florida 33043-1618;

Caroline Meline, 6003 Wayne Avenue, Philadelphia, Pennsylvania 19144;

Joyce Clark Newman, Post Office Box 430137, Big Pine Key, Florida 33043-0137;

Joan Payne, Post Office Box 432037, Big Pine Key, Florida 33043-2037 and Deerwoods Drive, Inlet, New York 13360;

Stephen Roberts, 2739 Mallard Landing Avenue, Henderson, Nevada 89014; and

Phyllis Rosen, 20 Via Verona, Palm Beach Gardens, Florida 33418.

**ARTICLE V:  
MANNER OF ELECTION OR APPOINTMENT OF DIRECTORS**

The bylaws of the corporation state the manner in which the directors are elected or appointed.

**ARTICLE VI:  
LIMITATION OF CORPORATE POWERS**

The corporation may conduct all lawful business to promote its stated purposes, however no part of the income of the corporation may be distributed to its members, directors or officers, except as provided in Section 617.011, Florida Statutes.

**ARTICLE VII:  
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and the street address of the initial registered agent of the corporation are:

Larry A. Erskine, Big Pine Key Shopping Center, Unit C 8, 200 Key Deer Boulevard, Big Pine Key, Florida 33043.

**ARTICLE VIII:  
INCORPORATORS**

The name and the mailing address of the incorporators for these Articles of Incorporation are:

Joyce Clark Newman, Post Office Box 430137, Big Pine Key, Florida 33043-0137;

George A. Benson, Post Office Box 430377, Big Pine Key,  
Florida 33043-0377;

Phyllis Rosen, 20 Via Verona, Palm Beach Gardens, Florida  
33418.

#### ARTICLE IX: AMENDMENT

The Articles of Incorporation may be amended in the manner provided herein, by law and by Chapter 617, Florida Statutes. The Articles of Incorporation may be amended at a regular meeting of the corporation's directors provided that (1) written notice of the proposed amendment shall have been provided to the Directors in the manner provided by Chapter 617, Florida Statutes; and (2) a simple majority of a quorum of the directors at a regular meeting approves the amendment.

#### ARTICLE X: TERM OF EXISTENCE

The corporation shall exist in perpetuity. The date and time of the commencement of the corporate existence shall be the date and time of the receipt of the Articles of Incorporation by the Department of State, Division of Corporations.

#### ARTICLE XI: DISPOSITION OF ASSETS IN THE EVENT OF DISSOLUTION

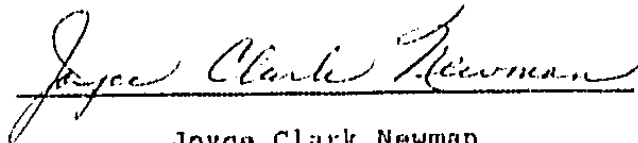
Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to Federal, state, or local government for public purpose. Any assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes.

#### ARTICLE XII: MAINTENANCE OF TAX EXEMPT STATUS

Notwithstanding any other provisions of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by an corporation exempt from Federal income tax under Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States Internal Revenue Law.

At all times the corporation's business shall be conducted so as to qualify it as a tax-exempt organization under section 501 (c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

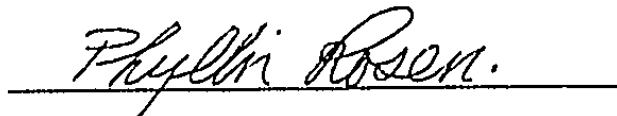
The undersigned incorporators have executed these Articles of Incorporation of Florida Keys Discovery, Inc. this 24th day of May, 1995.



Joyce Clark Newman



George A. Benson



Phyllis Rosen

## CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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: Florida Keys Discovery, Inc.  
(must include suffix)

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

Larry A. Erskine

(Name)

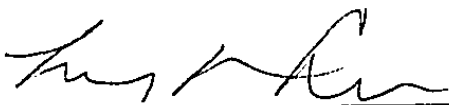
Big Pine Key Shopping Center, Unit C 8  
200 Key Deer Boulevard

(Street address - P. O. Box not acceptable)

Big Pine Key, Florida 33043

(City/State/Zip)

*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.*



(Signature)

5/25/95

(Date)

Registered Agent filing fee \$35.00