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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
140 W. FLORLER ST.
SUITE 200
MIAMI, FL 33136 9-0000
CONTACT: RAY STORMONT
PHONE: (306) 641-3694
FAX: (306) 641-3770

DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION
NAME: COMMUNITY FOUNDATION OF THE KEYS
FAX AUDIT NUMBER: H96000005987
DATE REQUESTED: 04/29/1996
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5/2/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

April 20, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: COMMUNITY FOUNDATION OF THE KEYS
REF: W96000009151

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000005987
Letter Number: 296A00020443

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ARTICLES OF INCORPORATION
OF

COMMUNITY FOUNDATION OF THE FLORIDA KEYS, INC.
A Florida Nonprofit Corporation

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SECRETARY OF STATE
FLORIDA

THE UNDERSIGNED hereby associates himself for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida, providing for the formation, rights, privileges, immunities, and liabilities of corporations for nonprofit.

ARTICLE ONE

The name of the Corporation is: COMMUNITY FOUNDATION OF THE FLORIDA KEYS, INC.

ARTICLE TWO

The address of the principal office of the corporation is 1010 Kennedy Drive, Key West, Florida 33040, and the mailing address of the corporation is 1010 Kennedy Drive, Key West, Florida 33040.

ARTICLE THREE

The term of existence of the Corporation is perpetual, and the corporate existence will commence on the filing of these Articles by the Department of State for the State of Florida.

ARTICLE FOUR

The purposes for which the Corporation is organized are:

- (1) To receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable purposes, in the geographical location of The Florida Keys, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3), 170(b)(1)(A), 2522(a) and 2055(a) of the Internal Revenue Code and Regulations issued pursuant thereto as they may now exist or as they may hereafter be amended.

THIS INSTRUMENT PREPARED BY:
John S. Bohatch, Esquire
RICHMAN, GUTTENMACHER, BOHATCH & FUERST, P.A.,
19 West Flagler Street, 14th Floor
Miami, Florida 33130
Bar No. 509930

(305) 371-1522

RICHMAN GUTTENMACHER BOHATCH & FUERST, P.A.

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- (2) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or member of the corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, and reasonable expenses may be paid thereto, affecting one or more of the corporation's purposes), and no Director or 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 include the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.
 - (3) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
 - (4) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
 - (5) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
 - (6) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
 - (7) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
 - (8) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section

170(c)(2) of the Internal Revenue Code and the as they now exist or as they may hereafter be amended.

- (9) Upon the dissolution of the corporation, the Board of Directors shall, after paying all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Laws), as the Board of Directors may determine. Any of such 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 or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

- (10) Pursuant to Section 617.0202 (d) of Florida Statutes, Directors are elected according to the terms of the Bylaws of the corporation.

ARTICLE FIVE

The names and street addresses of the initial Board of Directors of the Corporation are:

NAME	ADDRESS
GILBERT A. PETERS	Barnett Trust & Investment Services 1010 Kennedy Drive, First Floor Key West, Florida 33040
RAYMOND H. BAKER	1523 Washington Street Key West, Florida 33040
NANCE FRANK	1717 George Street Key West, Florida 33040
MICHAEL DIVELEY	1230 Seminary Avenue Key West, Florida 33040

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ARTICLE XIX

The name and residence address of the incorporator is:

NAME

ADDRESS

GILBERT A. PETERS

Barnett Trust & Investment
Services
1010 Kennedy Drive, First Floor
Key West, Florida 33040

ARTICLE XXV

The name and street address of the initial registered agent and registered office of this corporation is: JOHN S. BOHATCH, ESQ., 19 W. Flagler Street, 14th Floor, Miami, Florida 33130. However, this corporation may, from time to time, move the principal office to any other address in Florida, and shall have the right and power to transact business and establish offices within and without the State of Florida, and in foreign countries, as may be necessary or convenient.

IN WITNESS WHEREOF, I have subscribed my name this 22nd day of February, 1996.


GILBERT A. PETERS, Incorporator

This instrument was prepared by JOHN S. BOHATCH, ESQ., whose address is Richman, Guttentmacher, Bohatch & Fuerst, P.A., 19 W. Flagler Street, 14th Floor, Miami, FL 33130.

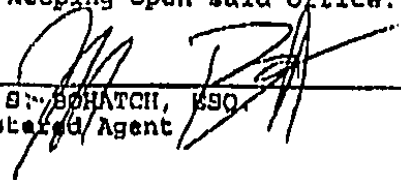
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ACKNOWLEDGEMENT

Having been named to accept service of process for the above corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


JOHN B. BOHATCH, ESQ.
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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