

JOE MIKLAS

FILED
MAY 14 AM 8:01
TALLAHASSEE, FLORIDA

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May 13, 1996

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

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-05/15/96--01116--003
***122.50 ***122.50

Re: Friends of Friendship Park

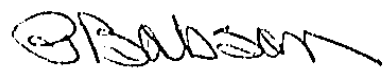
Dear Sir:

Enclosed please find original Articles of Incorporation for Friends of Friendship Park, together with this firm's check in the amount of \$122.50 for the filing fee.

Kindly file the Articles and return a certified copy to this office in the envelope provided for your convenience.

Should you have any questions or require any additional information, please phone. Thank you for your assistance in this matter.

Very truly yours,



Pamela Babson
for Joe Miklas

/pb
Enclosure

F. CHESNER MAY 22 1996

ARTICLES OF INCORPORATION
OF
FRIENDS OF FRIENDSHIP PARK INC.

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not for Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the corporation:

ARTICLE I

The name of the corporation is FRIENDS OF FRIENDSHIP PARK INC.

ARTICLE II

The term of existence of this corporation is perpetual.

ARTICLE III

The corporation is a not for profit corporation. The purposes for which the corporation is organized are:

(a) The specific and primary purposes for which this corporation is formed is to raise money through fund raising and civic activities to aid Friendship Park in helping establish a drug-free park making for a well rounded sports area and a family area for the residents of the Upper Keys.

(b) The general purposes for which this corporation is formed are to operate exclusively for charitable purposes which will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which

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qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE IV

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments shall be as regulated in the bylaws.

ARTICLE V

The corporate address in the State of Florida of the principal office of the corporation shall be as follows:

c/o Hibiscus Park Civic Club
65 Hibiscus Lane
Key Largo, Florida 33037

The mailing address in the State of Florida of the corporation shall be as follows:

c/o Ms. Alica Cook
P.O. Box 634
Key Largo, Florida 33037

ARTICLE VI

(a) No part of the net earnings of the corporation shall

Inure to the benefit of, or be distributable to its members, directors, 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 distribution in furtherance of the purposes set forth in these Articles.

(b) Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

(c) To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation not in conflict with Chapter 617 of the Florida Statutes, and to have and exercise all the powers now or hereafter conferred by the laws of the State of Florida.

(d) To exercise such other and incidental powers as may be reasonably necessary to carry out the purposes for which the corporation is established that are not in conflict with Chapter 617 of the Florida Statutes.

(e) Several clauses contained in this Article shall be construed both as purposes and powers and the statements contained in each clause shall, except where otherwise expressed, be in no way limited or restricted by reference to or inference for the terms of any other clause, but shall be regarded as independent purposes and powers.

ARTICLE VII

The name and address of the corporation's initial registered agent to accept service of process within the State of Florida is:

ALISA COOK
61 Hibiscus Lane
Key Largo, Florida 33037

The person having been so named to accept said service at the place designated, hereby agrees to act in said capacity and agrees to comply with the provisions of Chapter 48.091, Florida Statutes, relating to keeping said office open by signing these Articles of Incorporation.

ARTICLE VIII

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of initial Directors of the corporation shall be eleven (11) provided however, that such number may be changed by a by-law duly adopted by the members.

The directors named here as the first board of directors shall hold office until the first meeting of members, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all subsequent times, shall serve for a term of one year until the second annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings to elect officers and directors shall be held at principal office of the corporation, or at any other

place of places designated by the board of directors by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors authority.

The names and residential addresses of the person who are to serve as the initial directors are:

Beverly Johnson
22 Hibiscus Lane
Key Largo, Florida 33037

Dagney Johnson
95600 Overseas Highway
Key Largo, Florida 33037

Robert Woods
61 Hibiscus Lane
Key Largo, Florida 33037

Duncon Mathewson, III
P.O. Box 1123
Islamorada, Florida 33036

George Johnson
22 Hibiscus Lane
Key Largo, Florida 33037

Jenny Bell-Thomson
88770 Overseas Highway
Pumpkin Key, Florida (zip)

Leroy Shade
P.O. Box 317
Key Largo, Florida 33037

Pam Martin
217 Coral Road
Islamorada, Florida 33036

Catriona Birnie
1500 Ocean Bay Drive, #78
Key Largo, Florida 33037

James Johnson
22 Hibiscus Lane
Key Largo, Florida 33037

Joe Paul
156 Bossio Road
Tavernier, Florida 33070

ARTICLE IX

The name and address of each incorporator are:

EVELYN GOSKO
4 South Road
Key Largo, Florida 33037

ARTICLE X

The board of directors shall elect the following officers:
President, Vice-President, Secretary and Treasurer, and any other
officers which the bylaws of this corporation authorize the
directors to elect. Initially, officers shall be elected at the
first annual meeting of the board of directors. Until that
election is held, the following persons shall serve as corporate
officers:

PRESIDENT
Lawrence Johnson
46 Hibiscus Lane
P.O. Box 998
Key Largo, Florida 33037

VICE PRESIDENT
Paul Davis
921 65th Street Ocean
Marathon, Florida 33050

SECRETARY
Alisa Cook
61 Hibiscus Lane
P.O. Box 634
Key Largo, Florida 33037

TREASURER
Evelyn Gosko
4 South Road
Key Largo, Florida 33037

ASSISTANT TREASURER
Marshall Walker
68 Bahama Avenue
Key Largo, Florida 33037

ARTICLE XI

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

ARTICLE XII

On the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for similar charitable and civic purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XIII

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.

The undersigned, being the incorporators of this

corporation, for the purpose of forming this not for profit corporation under the laws of Florida, have executed these articles of incorporation this 8th day of May, 1996.

Evelyn Gosko
EVELYN GOSKO - Incorporator

Lawrence Johnson
LAWRENCE JOHNSON - Incorporator

STATE OF FLORIDA
COUNTY OF Monroe

The foregoing instrument was acknowledged before me this 8th day of May, 1996, by EVELYN GOSKO, who is personally known to me or who has produced Florida Drivers Lic. as identification and who did ~~(did not)~~ take an oath.

Patricia Marshall
Notary Public - State of
Florida
Printed Name: Patricia Marshall
Commission No.: _____
My Commission Expires: _____



(Seal)
PATRICIA MARSHALL
My Commission CC389461
Expires Jun. 30, 1998
Bonded by ANI
800-852-6878

STATE OF FLORIDA
COUNTY OF Monroe

The foregoing instrument was acknowledged before me this 8th day of May, 1996, by LAWRENCE JOHNSON, who is personally known to me or who has produced NA as identification and who did ~~(did not)~~ take an oath.

Patricia Marshall
Notary Public - State of
Florida
Printed Name: Patricia Marshall
Commission No.: _____
My Commission Expires: _____



PATRICIA MARSHALL
My Commission CC389461
Expires Jun. 30, 1998
Bonded by ANI
800-852-6878

Evelyn Gosko
Lawrence Johnson

(Seal)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, 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.

DATED: 5-8-96

Alisa L Cook
ALISA COOK - Registered Agent

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE