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FRIGOLA, DeVANE, WRIGHT & DORL, P.A.

ATTORNEYS AT LAW

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WILLIAM E. DEVANE
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JAMES J. DORL
AMIE E. MILLER

FILED

96 JUN 10 1996

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June 5, 1996

Florida Department of State
Division of Corporations
P.O. Box 6127
Tallahassee, FL 32314

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RE: HEART OF THE KEYS TOURISM ASSOCIATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation with respect to the above for filing, together with a check in the amount of \$122.50 to cover the cost of filing.

Please return a certified copy and corporate charter to this office. Thank you for your cooperation.

Yours very truly,

Thomas D. Wright
THOMAS D. WRIGHT

TDW:mtb
Enclosure

6-12-96

ARTICLES OF INCORPORATION
OF
HEART OF THE KEYS TOURISM ASSOCIATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

FILED
96 JAN 1 1997

The undersigned incorporators, do hereby form a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, and hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation shall be HEART OF THE KEYS TOURISM ASSOCIATION, INC.

ARTICLE II

The address of the principal office shall be 12222 Overseas Highway, Marathon, Florida, 33050. The mailing address of the corporation shall be 12222 Overseas Highway, Marathon, Florida, 33050.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

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

- (a) Establish and maintain the Association's reputation as a viable, unified body that speaks for the tourist industry of the Heart of the Keys. (DAC District III).
- (b) Protect and promote the interests of the Association with local, state and national legislative bodies.
- (c) Assist in the advancement of the Greater Marathon area as a popular tourist destination by joining together with other members in joint promotions, approved by the Association membership, and by supporting Association programs designed to encourage tourism and foster longer stays in the Mid Keys area.

(d) Promote good cooperation among members in all matters of interest to the Association.

(e) Encourage high ethical standards of business and professional conduct among its members.

(f) Plan educational and informational programs with regularly scheduled monthly meetings that directly pertain to the tourism industry.

(g) Encourage participation in community affairs on a non-partisan basis and to assist as much as possible in tourism related events.

(h) The corporation is organized and operated exclusively for the above stated purposes. No part of the net earnings of this corporation shall ever enure to or for the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes for which it was formed.

(i) The activities of the corporation shall be conducted without regard to race, color, creed, sex or national origin.

ARTICLE V

The corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. 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 collection thereof, shall be as regulated by the bylaws.

ARTICLE VI

The Registered Agent for this corporation shall be THOMAS D. WRIGHT, ESQ., and the Registered Address for this corporation shall be First Professional Centre Suite 17, 5701 Overseas Highway, Marathon, Florida 33050.

ARTICLE VII

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The corporation shall have nine (9) directors initially. The number may be increased or decreased from time to time as provided in the Bylaws of the Corporation.

The corporation shall have an Executive Director who will be the current Executive Director of the Greater Marathon Chamber of Commerce. The Executive Director will have one vote which may only be cast in the case of a tie vote by the Board of Directors.

The directors named herein as the first board of directors shall hold office until the first meeting of members, to be held on June 4, 1996, at 6:00 p.m., at the Holiday Inn, at which time an election of directors shall be held.

Directors shall serve for a term of two (2) year(s). Annual meetings shall be held at 6:00 p.m., on the 1st Tuesday in December of each year at the principal office of the corporation, or at such other places as the board of directors may designate from time to time 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 shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such 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 so taken 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 and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

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

James F. Roberts
291-A Morton Street
Marathon, FL 33050

Ray Kitchener
1583 52nd Street, Gulf
Marathon, FL 33050

Amelia K. Kitchener
1583 52nd Street, Gulf
Marathon, FL 33050

Diane Van Beuren
1560 Bluefin Drive
Marathon, FL 33050

Dave Tavernier
1001 80th Street
Marathon, FL 33050

Della Schuler
450 52nd Street
Marathon, FL 33050

Mandy Rodriguez
450 52nd Street
Marathon, FL 33050

Judy Dorsman
12685 Overseas Highway
Marathon, FL 33050

Thomas D. Wright
5701 Overseas Highway, Suite 17
Marathon, FL 33050

ARTICLE VIII

The name and address of the person or person(s) signing these articles of incorporation as an incorporator is (are):

Thomas D. Wright
5701 Overseas Highway, Suite 17
Marathon, FL 33050

ARTICLE IX

The Board of Directors shall elect the following officers president, vice president, treasurer, and secretary and such other officers as the Bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

President:	Mandy Rodriguez
Vice President:	Thomas D. Wright
Treasurer:	Dave Tavernier
Secretary:	Judy Dorsman

ARTICLE X

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 therefor in the bylaws.

ARTICLE XI

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

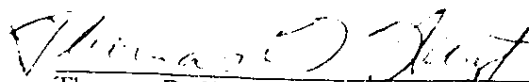
ARTICLE XII

Upon the dissolution or winding up of the 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 charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax laws, or shall be distributed to the Federal government, exclusively for public purposes. Any such assets not so disposed of shall be disposed of exclusively by a court of competent jurisdiction.

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 a majority of a quorum of members of the corporation.

The undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit charitable corporation under the laws of Florida, has executed these articles of incorporation on this 5 day of June, 1996.


Thomas D. Wright, Incorporator

STATE OF FLORIDA)

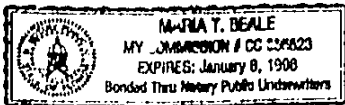
City, Marathon

COUNTY OF MONROE)

96 JUN 11 1996

BEFORE ME, the undersigned authority duly authorized to administer oaths and take acknowledgments, personally appeared THOMAS D. WRIGHT, who, after being by me first duly sworn and cautioned, depose and said that he read the foregoing Articles of Incorporation, that the statements contained therein are true and correct for the purposes therein expressed, and that this is his free and voluntary act and deed.

SWORN TO AND SUBSCRIBED before me this 11th day of June, 1996.



Printed Name: THOMAS D. WRIGHT
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

Having been named to accept service of process for HEART OF THE KEYS TOURISM ASSOCIATION, INC., at the place designated in its articles of incorporation, I agree to act in this capacity and to comply with the provisions of §607.0505 of the Florida Statutes.

Dated this 11th day of June, 1996

Thomas D. Wright
THOMAS D. WRIGHT, Registered Agent