

N96000004885

Requestor's Name
90210 Dorsers Hwy, No
Address
Tavernier, FL 33070
City/State/Zip Phone #

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. ACC. OF THE KEYS TRCO
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #) 700001951827
09/19/96 01072-007
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4. _____ (Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

9/20/96

**ARTICLES OF INCORPORATION
OF**

ARC OF THE KEYS, INC.

a not-for-profit Florida corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of this organization shall be "Arc of the Keys, Inc." The tag line clarifying the name shall be "An Upper Keys Association For People With Mental Retardation and Developmental Disabilities."

ARTICLE II PURPOSES

The specific purposes for which the corporation is organized are to:

Section 1:

- a) promote the general welfare of all persons with mental retardation and other developmental disabilities.
- b) encourage research related to developmental disabilities.
- c) advise and support families and support one another.
- d) cooperate and collaborate with public and private groups, agencies, or organizations who provide services to the developmentally disabled.
- e) associate with and financially support, with respect to our limited resources,

the state and national components of The Arc and to promote the common cause.

- f) help the public at large to understand the condition of mental retardation and other developmental disabilities through the dissemination of information.
- g) foster the development of inclusive and transitional services and supports on behalf of persons with developmental disabilities.
- h) solicit funds for the accomplishment of the above purposes.

Section 2:

This Association shall not engage in partisan activities, endorse or contribute to any political party or candidate seeking public office, or take a position on matters before an elected body or governmental agency other than on matters consistent with a purpose among those described in Section 1. This prohibition shall not be interpreted to deny individual members of the Association, its officers and directors, or its staff the right to participate as individuals or speak on matters of personal concern.

Section 3:

This Association is a nonprofit, nonpolitical, nonsectarian organization. No part of any earnings shall benefit any member, and no officer or member of the Board of Directors shall receive any compensation for his or her services.

ARTICLE III PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be:

Judith A. Cooley, CPA
90290 Overseas Highway, Suite 103
Tavernier, Florida 33070

ARTICLE IV MEMBERSHIP

Membership shall be open to all people interested in the purposes of this

Association.

ARTICLE V MANNER OF ELECTION OF DIRECTORS

The method of election of Directors shall be as stated in the corporation's by-laws.

ARTICLE VI AREA OF ACTIVITY

The area which the Association serves is known as the Upper Keys in Monroe County, Florida, and includes the communities of Ocean Reef at its northern boundary to Long Key at its southern boundary. Because of the unique geography of Monroe County, we welcome residents of the Marathon area to join us, but realize that the distance may preclude their active participation.

ARTICLE VII CORPORATE STANDING

This Association shall be incorporated as a nonprofit corporation under the applicable laws of the State of Florida and maintain exemption under the provisions of Section 501 (C)(3) of the Internal Revenue Code of 1954.

ARTICLE VIII INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the registered agent and the street address of the initial registered office is:

Judith A. Cooley, CPA
90290 Overseas Highway, Suite 103
Tavernier, Florida 33070

ARTICLE IX DISSOLUTION

In the event the Association is dissolved as a corporation, all the property and assets shall be distributed to another affiliated chapter of The Arc organization which holds exemption from the Federal Income Tax under the provisions of the Section 501 (C)(3) of the Internal Revenue Code of 1954.

Under no circumstances shall any of the property or assets of this Association be distributed to any officer, member or staff of this Association.

ARTICLE X AMENDMENTS

Section 1:

These articles may be amended with an affirmative vote of two-thirds (2/3) of the general membership present at the Annual Meeting of this Association, or at a special meeting called for the purpose. Any proposed amendments shall have been presented in writing to each member at least three (3) weeks in advance of the meeting at which the vote is to be taken.

Section 2:

Amendments to these articles shall become effective after written approval by the Bylaws Committee of the state chapter of The Arc.

The undersigned Incorporator has executed these Articles of Incorporation this

17th day of September, 1996.

Signature of the Incorporator

Anne Cohan
Anne Cohan

State of Florida

County of Monroe

The foregoing instrument was acknowledged before me this 17th day of
September, 1996 by Anne Cohan. She is personally known to me or has produced
Fl. Drivers License as identification and did/did not take an oath.

My Commission Expires:



Robin Carmichael
Notary Public

Robin Carmichael
(Print Name of Notary (Seal))

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CERTIFICATE OF DESIGNATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

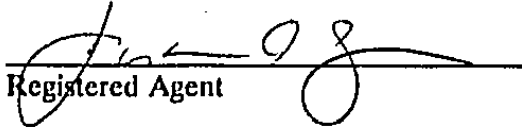
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 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 Arc of the Keys, Inc.
2. The name and address of the registered agent and office is:

Judith A. Conloy, CPA
90290 Overseas Highway, Suite 103
Tavernier, Florida 33070

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.


Registered Agent

9/17/96
Dated