

JOE MIKLAS
ATTORNEY, P.A.
N98000002116

April 7, 1998

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

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-04/10/98--01061--005
****122.50 ****122.50

Re: FRIENDS OF OLD SETTLERS PARK, INC.

Dear Sir:


Enclosed please find original and one copy of Articles of Incorporation for the above-referenced corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing fee	\$35.00
Registered Agent fee	35.00
Certified copy	<u>52.50</u>
Total	\$122.50

Kindly file the original of the enclosed Articles of Incorporation and return a certified copy to this office. A self-addressed, stamped envelope is enclosed for your convenience.

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

Very truly yours,



Pamela Babson
for Joe Miklas

/pb
Enclosures

Offices: Mile Marker 88.7 • Florida Keys 33070
Mail: Post Office Box 366 • Islamorada, Florida Keys 33036

Telephone: 305-852-7225 • Facsimile: 305-852-4323

FILED
98 APR 10 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
98 APR 10 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

FRIENDS OF OLD SETTLERS PARK, INC.

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

ARTICLE I

CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of the corporation is FRIENDS OF OLD SETTLERS PARK, INC.

The principal office of this corporation is: 88765 Overseas Highway, Tavernier, Florida 33070

The mailing address of the corporation is: P.O. Box 205, Tavernier, Florida 33070

ARTICLE II

DURATION

The term of existence of this corporation is perpetual.

ARTICLE III

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which the corporation is formed are:

A. To establish a community park which commemorates the history of the Tavernier area and the original settling families.

B. To provide an informal liaison between the community and the County of Monroe which will foster an exchange of information during the formulation and development of a community park. This effort will include community outreach meetings targeting consensus of development issues; forum for the special concerns of neighboring property owners and a basis for historical research regarding the history of the property and original settling families of the area.

C. To seek funding for the purchase of endangered or threatened native vegetation for planting within the park and to provide for the continued maintenance of the park setting.

D. To promote educational tours and the importance of preserving the native vegetation and wildlife.

E. This corporation shall have and exercise all powers conferred upon not for profit corporations under the laws of the State of Florida generally, and specifically as provided in Section 617.0302 of the Florida Not for Profit Corporation Act, provided, however, that this corporation has no power to engage in any activity that in itself is not in furtherance of its purposes as set forth in paragraphs (A) through (D) of this Article.

ARTICLE IV

QUALIFICATIONS AND ADMISSION OF MEMBERS

Membership in this corporation shall be open to any individual, nonprofit corporation, corporation for profit and partnerships interested in promoting and preserving the history

of the Tavernier area.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's initial registered office is 133 Sunrise Drive, Tavernier, Florida 33070 and the name of the corporation's initial registered agent at that address is ALICE C. ALLEN.

ARTICLE VI

FIRST BOARD OF DIRECTORS

The following four persons shall serve the corporation as directors until the first annual meeting or other meeting called to elect directors:

Alice Allen
133 Sunrise Drive
P.O. Box 205
Tavernier, Florida 33070

Anne Dunn
183 Harbor View Drive
P.O. Box 483
Tavernier, Florida 33070

Sylvia Murphy
150 Jo Jean Way
Tavernier, Florida 33070

Jean Arroyo
191 Lowe Street
Tavernier, Florida 33070

ARTICLE V

BASIS UNDER WHICH CORPORATION ORGANIZED

The corporation is a not for profit corporation as defined by the Not for Profit Corporation Act in Section 617.01401 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and its net earnings nor any part thereof is distributable to, its members directors, officers or other private persons except as specifically permitted under the provisions of the Florida Not for Profit Corporation Act.

ARTICLE VI

MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of four directors. The number of directors provided for in these Articles of Incorporation may be changed by a bylaw adopted by the board of directors.

B. Election of Directors. The method of electing directors shall be as set forth in the bylaws.

C. Elective Officers. The officers of this corporation shall be a president, a vice-president, a secretary, and a treasurer. Other offices and officers may be established or appointed by the members of this corporation at any regular annual meeting or any special meeting of members called for such purpose. The qualifications, the time and manner of electing or appointing, the duties, of the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

ARTICLE VII

INCORPORATORS

The name and address of the incorporator is as follows:

Alice Allen
P.O. Box 205
Tavernier, Florida 33070

ARTICLE VIII

INCOME FROM PUBLIC EVENTS

If this corporation holds any events in which members of the general public are invited to participate for a fee, the net

proceeds, if any, attributable to participation by nonmembers will be paid over to an organization that is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code on an annual basis, unless this corporation itself is a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IX

BYLAWS

Bylaws will be adopted at the first meeting of the board of directors. The bylaws may be amended, repealed, in whole or in part, by the directors in the manner provided in the bylaws. Any amendments to the bylaws shall be binding on all members of this corporation.

ARTICLE X

AMENDMENT OF ARTICLES

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

ARTICLE XI

DISTRIBUTION ON DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 502(c)(3) or 170(c)(2) of the Internal Revenue Code or

corresponding sections of that code as subsequently amended, or to the federal, state, or local government to be used exclusively for public purposes.

IN WITNESS, the undersigned incorporator has executed these Articles of Incorporation this 7 day of April, 1998.

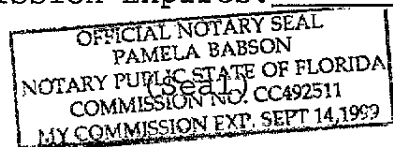
Alice Allen
ALICE ALLEN - Incorporator

STATE OF FLORIDA

COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 7 day of April, 1998, by ALICE ALLEN, who is personally known to me or who has produced personally ~~known~~ as identification.

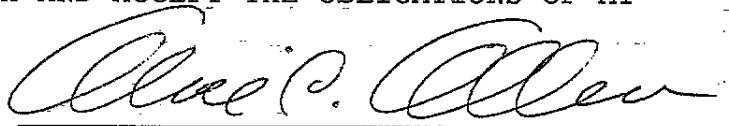
Pamela Babson
Notary Public - State of Florida
Printed Name: _____
Commission No.: _____
My Commission Expires: _____



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: _____

4/7/98



ALICE C. ALLEN - Registered Agent

FILED
98 APR 10 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA