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JOSEPH J. VETRICK

Chartered

Attorney and Counsellor at Law

OFFICE LOCATION:
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PLEASE REPLY TO:
P.O. DRAWER 2826
KEY LARGO, FLORIDA 33037

August 6, 1998

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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*****70.00 *****70.00

Re: Tavernier Community Association,
A Florida Not-For-Profit Corporation

Dear Madam or Sir:

I enclose an original and one copy of the proposed Articles of Incorporation of TAVERNIER COMMUNITY ASSOCIATION, Designation of Resident Agent and Acceptance of Registered Agent.

Please file the Articles of Incorporation and return a file-stamped copy of the original Articles in the enclosed self addressed postage paid envelope.

A check in the amount of Seventy Dollars (\$70.00), made payable to your office, for total filing and processing fees is enclosed.

Sincerely,

Joseph J. Vetric
Joseph Vetric

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FILED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
AUTHORIZATION BY PHONE TO
COMMENT Director, Saffir, R. H. 10/10/98
DATE 8-14-98
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TAVERNIER COMMUNITY ASSOCIATION, INC.

A FLORIDA NOT-FOR-PROFIT CORPORATION

The undersigned incorporator, in order to form a non-profit corporation under Chapter 617 of the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE 1.

The name of this corporation is: **TAVERNIER COMMUNITY ASSOCIATION, INC.**
171 Hood Ave., Ste.16, Tavernier, Fla. 33070

ARTICLE 2.

The name and address of the registered agent and registered office of this corporation is

Joseph Vetrick
171 Hood Avenue, Suite 16
Tavernier, Florida 33070

ARTICLE 3.

The specific purposes for which this corporation is organized are:

The creation of a community voice to represent the needs and desires of the Tavernier, Florida, community in those matters that the community deems important; to educate the community regarding methods and procedures to achieve those needs and desires; to advise, assist and participate in the implementation of the methods and procedures proposed.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE 4.

The initial director of this corporation

ARTICLE 5.

The name and address of the incorporator of this corporation is :

Robert Keith
200 Harborview Drive
Tavernier, Florida 33070

ARTICLE 6.

The period of duration of this corporation is perpetual.

ARTICLE 7.

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 obligations of members, 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 methods of collection thereof shall be regulated in accordance with the Bylaws of this corporation pursuant to, and in accordance with the laws of the State of Florida.

The number, qualifications, method of selection, term of office, place of meeting of the board of directors shall be regulated in accordance with the Bylaws of this corporation pursuant to, and in accordance with the laws of the State of Florida.

Any action required or permitted to be taken by the board of directors may be taken without a meeting of all the members of the board individually by consent in writing as provided by law.

ARTICLE 8.

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

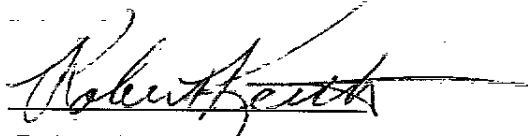
No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

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TALLAHASSEE, FLORIDA

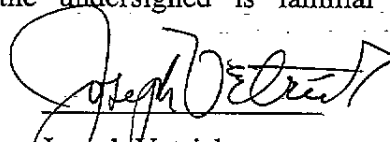
The undersigned incorporator hereby declares under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Dated: August 6, 1998


Robert Keith, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for TAVERNIER COMMUNITY ASSOCIATION, Inc., a Florida Not For Profit Corporation, at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position.


Joseph Vetrick

Dated: August 6, 1998