

**GERALD W. PLETAN
ATTORNEY AT LAW**

MM 25
BARNETT BUILDING
SUMMERLAND KEY, FL
(305) 744-3399

N98000006038

FASCIMILE: October 9, 1998

305-744-0222

MAIL TO:

POB 420008
Summerland Key
Florida 33042

Secretary of State
Division of Corporations
POB 6327
Tallahassee, FL 32314

400002662304--7
-10/13/98--01026--008
*****70.00 *****70.00

Re: Habitat's Key's Solution, Inc.

Dear Sir/Madam:

Enclosed please find Non-Profit Articles of Incorporation for the corporation referenced above, along with two copies and a check in the amount of \$70.00. Please execute the Articles of Incorporation and return the appropriate copy to this office.

If you should have any questions concerning this matter, please do not hesitate to contact this office. Your cooperation is greatly appreciated.

Sincerely,

Gerald W. Pletan

Gerald W. Pletan, Esquire
mak

FILED
98 OCT 22 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~W98 23285~~

Dmc
10/14/98 ~~611, 619~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 14, 1998

GERALD W. PLETAN
ATTORNEY AT LAW
P.O. BOX 420008
SUMMERLAND KEY, FL 33042

SUBJECT: HABITAT'S KEY'S SOLUTION, INC.
Ref. Number: W98000023285

We have received your document for HABITAT'S KEY'S SOLUTION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 498A00050858

NON-PROFIT ARTICLES OF INCORPORATION

OF

HABITAT'S KEY'S SOLUTION, INC.

FILED

98 OCT 22 PM 1:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BY THESE ARTICLES OF INCORPORATION, the Incorporator(s) form a non-profit corporation under Florida law.

**ARTICLE I
NAME AND ADDRESS**

The name of this corporation is: HABITAT'S KEY'S SOLUTION, INC., with its principal office as: 25000 Overseas Highway, Summerland Key, Florida, and a mailing address of c/o Gerald W. Pletan, Esq., P.O. Box 420008, Summerland Key, Florida 33042.

**ARTICLE II
PURPOSE**

The purpose for which this non-profit corporation is organized is:

- (A) To work with economically disadvantaged people to help them create a better human habitat in which to live and work;
- (B) To cooperate with other organizations and/or government entities to develop a better human habitat for economically disadvantaged people;
- (C) To accept, maintain, and accept as assets of the corporation, any property, whether real, personal, or mixed, by way of gift, bequest, devise, or purchase, from any person, firm, trust, corporation, or other entity, to be held, administered and disposed of exclusively for religious, charitable, scientific, literary, and educational purposes within the meaning of Section 5.01(c)(3) of the Internal Revenue Code of 1986 or the corresponding

provision of any future United States Internal Revenue law, and in accordance with and pursuant to the provisions of these Articles of Incorporation; but no gift, bequest, devise, or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such manner as shall require the disposition of income or principal to any organization other than a "charitable organization," or for any purposes other than "charitable purposes" which would jeopardize the status of the corporation as an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code, as amended; and,

- (D) To exclusively promote and carry on other charitable or educational purposes and activities for which corporations may be organized and operated under the relevant provisions of the Internal Revenue Code, as amended, and under the State of Florida Non-Profit Act or Code.

ARTICLE III DISSOLUTION

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 5.01(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Federal Government, or to state or local government, or other non—profit charitable organization for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purpose or such organization, or

organizations, as said court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE IV OFFICERS

(A) The affairs of this corporation shall be managed by officers elected by the Board of Directors at its annual meeting. The officers serve until the next annual meeting of the Board of Directors unless removed earlier in accordance with the by-laws. The by-laws shall prescribe the number and manner of election of the members of the Board of Directors and their respective terms of office. The Board of Directors shall be empowered to carry into execution the policies determined by the members of the corporation.

(B) The names of the officers who shall serve until the election at the organizational meeting after these articles are approved are:

PRESIDENT	GERALD W. PLETAN
VICE-PRESIDENT	BILL LOEWY
SECRETARY/TREASURER	ROBERT M. DAVIDSON

ARTICLE V DIRECTORS

The corporation shall have no less than seven (7) and no more than eleven (11) directors. The Board of Directors will be elected each year. Each Director shall serve for a term of two (2) years until his or her successor is elected and qualified, or until such Director's earlier death, resignation, incapacity to serve, or removal. Three members of

the initial Board of Directors shall be elected for an initial term of one (1) year or until a successor is elected and qualified, or until such Director's earlier death, resignation, incapacity to serve, or removal. Directors must be individual residents of the State of Florida and registered voters of Monroe County, Florida. The names and addresses of the directors who shall serve until the first election are:

NAME	ADDRESS
GERALD W. PLETAN	P.O. Box 420008 Summerland Key, FL 33043
BILL LOEWY	P.O. Box 421003 Summerland Key, FL 33042
PETER ANDERSON	615 Green Street, No. 13 Key West, FL 33040
DR. JOHN COOPER	70 East Cahill Drive Big Pine Key, FL 33043
DEWAYNE KEMP	22386 LaFitte Drive Cudjoe Key, FL 33042
JOHN LARKIN	P.O. Box 38 Big Pine Key, FL 33043
ROBERT M. DAVIDSON	719 Duval St. Key West, FL 33040

**ARTICLE VI
INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation are: **GERALD W. PLETAN, 25000 Overseas Highway, Summerland Key, Florida 33042.**

**ARTICLE VII
BY-LAWS**

The by-laws of the corporation shall be adopted by the Board of Directors. The by-laws of the corporation shall be made, altered, repealed or rescinded by a two-thirds vote of the Board of Directors of the corporation present and voting at any annual, regular or special meeting, but in the manner specified in the by-laws themselves.

**ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT**

The initial resident agent for this corporation shall be: **GERALD W. PLETAN, ESQUIRE, 25000 Overseas Highway, Summerland Key, Florida 33042.**

**ARTICLE IX
AMENDMENTS**

An amendment to these articles may be proposed by the regular members at an annual, regular or special meeting at which a quorum is present, and shall be adopted by the Board of Directors by the affirmative vote of at least two-thirds of the Directors present and voting at a meeting at which a quorum is present.

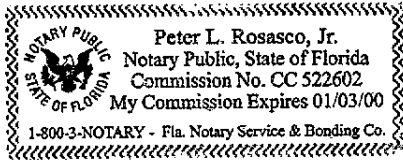
IN WITNESS WHEREOF, the undersigned being the Incorporator has executed these Articles of Incorporation this 19th day of October, 1998.


SUBSCRIBER/GERALD W. PLETAN

STATE OF FLORIDA

COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 19 day of October, 1998 by GERALD W. PLETAN, an individual personally known to me.



[Signature]
Notary Public
Printed Name _____
Commission # _____
My Commission Expires: _____

FILED
98 OCT 22 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF REGISTERED AGENT

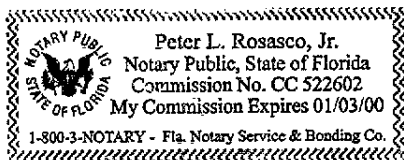
HAVING BEEN NAMED as registered agent for this corporation at the office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

[Signature]
GERALD W. PLETAN, ESQUIRE

STATE OF FLORIDA

COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 19th day of October, 1998 by GERALD W. PLETAN, an individual personally known to me.



[Signature]
Notary Public
Printed Name _____
Commission # _____
My Commission Expires: _____