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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

the key biscayne bar association, inc.

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ARTICLES OF INCORPORATION OF
THE KEY BISCAYNE BAR ASSOCIATION, INC.
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of this not-for-profit corporation pursuant to Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation (the "Articles") of such corporation.

ARTICLE I

NAME AND ADDRESS

The name of this corporation is THE KEY BISCAYNE BAR ASSOCIATION, INC. (the "Corporation"). The principal office address of the Corporation shall be:

c/o Kelley Drye & Warren LLP
201 South Biscayne Blvd., Suite 400
Miami, Florida 33131

ARTICLE II

DURATION

The Corporation shall commence its existence with the filing of the Articles. The existence of the Corporation shall be perpetual, unless dissolved according to law.

ARTICLE III

GENERAL PURPOSES

The general purposes for which the Corporation is organized are:

(a) To foster and promote the advancement of the legal profession and to provide an organized structure for the members that will enable them to work together on problems of interest to the community at large.

(b) To engage in any activity or business permitted under the laws of the United States and the State of Florida governing the activities of charitable and not-for-profit entities.

THIS INSTRUMENT WAS PREPARED BY:

David C. Cimo, Esq. Fla. Bar No. 775400
Kelley Drye & Warren LLP
201 South Biscayne Blvd., Suite 400
Miami, Florida 33131

MIA02/CLART/CLART/314509.51 (F/KDW)

Telephone No. (305) 372-2400

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ARTICLE IV

MEMBERSHIP

The membership of the Corporation (the "Members") shall consist of those persons, who are active or inactive members of the Florida Bar and are otherwise determined to be qualified by a majority of all of the members of the Board of Directors of the Corporation (the "Board") from time to time. A majority of all of the members of the Board shall also determine the manner of admission of the Members into the Corporation.

ARTICLE V

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board, which shall initially have three (3) directors, who shall each hold office until their qualified successors have been duly elected by a majority of the members for each director position for a term of one (1) year at the Corporation's first annual members' meeting. A majority of all of the members of the Board may from time to time increase or decrease the number of directors which shall never be less than three (3). In alphabetical order, the names and street addresses of all of the members of the first Board are:

Names:

David C. Cimo

Maria T. Hoyos

David P. Lemoie

Street Addresses:

201 South Biscayne Blvd.
Suite 400
Miami, Florida 33131

201 South Biscayne Blvd.
Suite 400
Miami, Florida 33131

201 South Biscayne Blvd.
Suite 400
Miami, Florida 33131

ARTICLE VI

NONSTOCK BASIS

The Corporation is organized on a nonstock basis.

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ARTICLE VII

AMENDMENT

Any amendment to the Articles must be approved by a majority of all of the members of the Board.

ARTICLE VIII

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation in the State of Florida shall be:

c/o Kelley Drye & Warren LLP
201 South Biscayne Boulevard, Suite #400
Miami, Florida 33131

The name of the initial registered agent of the Corporation at the above-specified address shall be:

David C. Cimo

ARTICLE IX

INCORPORATOR

The name and street address of the incorporator of the Corporation (the "Incorporator"), which is signing the Articles, are as follows:

Name:

David C. Cimo

Street Address:

c/o Kelley Drye & Warren LLP
201 South Biscayne Boulevard
Suite 400
Miami, Florida 33131

ARTICLE X

EXEMPT STATUS

Notwithstanding any other provision of the Articles, this Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as

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amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE XI

DISSOLUTION

In the event of the dissolution of the Corporation and after all of the Corporation's liabilities and obligations have been paid and discharged, any residual assets of the Corporation shall be donated to one or more exempt organizations, qualifying as such under Sections 170(c)(2) or 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any prior or future law enforced by the United States Internal Revenue Service.

IN WITNESS WHEREOF, the Incorporator has made and subscribed to the Articles, in the City of Miami, County of Dade, State of Florida, for the aforementioned uses and purposes in connection with the Corporation, on this 10th day of March, 1999.

By: 

David C. Cimo, Incorporator

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**DESIGNATION AND ACCEPTANCE OF
REGISTERED AGENT OF THE KEY BISCAYNE BAR ASSOCIATION, INC.**

Pursuant to Sections 48.091 and 617.0501 of the Florida Statutes, THE KEY BISCAYNE BAR ASSOCIATION, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at c/o Kelley Drye & Warren LLP, 201 South Biscayne Boulevard, Suite 400, Miami, Florida 33131, has named David C. Cimo, located thereat, as its registered agent in order to accept service of process within the State of Florida.

By: David C. Cimo
David C. Cimo, Incorporator

Having been named as the registered agent in order to accept service of process in the State of Florida for the above-named corporation at the location designated herein, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida applicable thereto.

By: David C. Cimo
David C. Cimo, Registered Agent

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