

ARTICLES OF INCORPORATION
OF
MONROE COUNCIL OF THE ARTS CORPORATION

The undersigned, acting as incorporators of a Corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is MONROE COUNCIL OF THE ARTS CORPORATION. The mailing and principal address of the corporation is P.O. Box 1321, Key West, Florida 33041-1321.

ARTICLE II

The period of the duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon filing with the Secretary of State.

ARTICLE III

The purposes for which the corporation is organized are:

- A. to stimulate greater governmental and public awareness and appreciation of the importance of the arts to the people of Monroe County;
- B. to encourage and implement greater and more efficient use of governmental and private resources for the development and support of the arts;
- C. to encourage and implement opportunities for Monroe County residents to participate in artistic activities;
- D. to promote the development of Monroe County artists, institutions and community organizations sponsoring the arts;
- E. to survey and assess the needs of the arts and of the people of this county relation thereto and make such information promptly and regularly available to all interested agencies and persons upon request;
- F. to support and implement the preservation and growth of the County's artistic and cultural resources;
- G. to foster the development of a receptive climate for the arts to enrich and benefit culturally the citizens of Monroe County in their daily lives, make Monroe County all the more appealing to visitors, and attract to Monroe County's residency additional outstanding creators in the field of the arts through appropriate programs of publicity, education and coordination;
- H. to sponsor activities such as the presentation of lectures and exhibitions;
- I. to encourage and coordinate the artistic activities of other governmental agencies, including those concerned with the public educational system;
- J. to provide Monroe County cultural organizations with information and assistance;
- K. to perform all lawful acts consistent with and supportive of the above specified purposes; and
- L. to perform all acts authorized by state statute to be permissible exercises of corporate power.

ARTICLE IV

The authorized number, qualifications and manner of admission of members of this corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, the liability of members for dues or assessments and the method of collection thereof, and the termination and transfer of membership shall be as set forth in the bylaws of this corporation. The manner of election of directors shall be set forth in the bylaws.

ARTICLE V

The street address and city of the initial registered office of the corporation is 1717 George St., Key West, Florida 33040, and the name of its initial registered agent at such address is Nance Frank.

ARTICLE VI

The Board of Directors shall consist of ten to twenty persons, with at least one, but no more than five, persons representing each of the County Commission districts. Terms of office shall be for four years. Appointment shall be by majority vote of current directors. There shall be at least one meeting per year of the Board of Directors unless established more frequently by the Bylaws of the Corporation. The names and addresses of the persons serving as the initial Board of Directors are:

DISTRICT I

Lucille A. Feaker
901 Casa Marina Court
Key West, Florida 33040

Jeff Calvert
21 Arbutus Drive
Key Haven, Florida 33040

Jacquelyn Grimm
1028 Flagler Avenue
Key West, FL 33040

Nance Frank
1130 Duval Street
Key West, Florida 33040

DISTRICT II

Leda Siegel
Rt. 3, Box 203A
Iris Drive
Big Pine Key, Florida 33043

DISTRICT 3

Lynn Perman
105 Front Street
Unit 122
Key West, FL 33040

Captain Linda Hutton
Naval Air Station
P. O. Box 9001
Key West, Florida 33040

Jerry (Gerald) Cash
2620 Fogarty Avenue
Key West, Florida 33040

DISTRICT 4

Robert Wimmer
202 Bruce Court
Marathon, FL 33050

DISTRICT 5

Meredith Cline
33 Exuma Road
Key Largo, FL 33037-5006

ARTICLE VII

The corporation is organized under a non-stock basis.

ARTICLE VIII

In the event of dissolution, the residual assets of the organization will be turned over to one or more agencies, including Monroe County and/or non-profit corporation(s) dedicated to the development and/or preservation of the arts and cultural events.

ARTICLE IX

The names and addresses of the incorporators are the same as the Article VI list of the initial Board of Directors.

IN WITNESS WHEREOF, the undersigned Chairperson has executed these Articles of Incorporation this 14th day of February, 1997.

/s/ Nance Frank

STATE OF FLORIDA)
COUNTY OF MONROE)

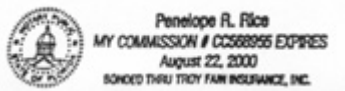
BEFORE ME personally appeared Nance Frank, to me well known and known to me to be the individual in and who executed the foregoing Articles of Incorporation, and (s)he acknowledged before me that (s)he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the County and State aforesaid, this 14th day of February, 1997.

/s/ Penelope R. Rice

My Commission Expires:

(SEAL)



AMENDMENT TO ARTICLES OF INCORPORATION
OF
MONROE COUNCIL OF THE ARTS CORPORATION

ARTICLES X and XI

WHEREAS, Monroe Council of the Arts Corporation was incorporated on February 17, 1997, and
WHEREAS, there are no voting members of the Corporation; and
WHEREAS, the Board of Directors of the Corporation did by a majority vote on November 20, 1997 determine to
adopt the following amendment to the Articles of Incorporation, now therefore:

The Articles of Incorporation of Monroe Council of the Arts Corporation are amended by adding the
following:

ARTICLE X

Notwithstanding any other provision of these articles, this organization (Monroe Council of the Arts Corporation)
shall not carry on any 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 or the corresponding provision of any future
United States Internal Revenue law.

ARTICLE XI

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the
meaning of section 501(c)(3) of the tax code, or shall be distributed to the federal government, or to a state or
local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of
Competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for
such purposes or to such organization or organizations, as said Court shall determine, which are organized and
operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned Chairperson has executed this Amendment to Articles of
Incorporation this 1st day of December, 1997.

/s/ Nance Frank
Nance Frank, Chair

STATE OF FLORIDA)
COUNTY OF MONROE)

BEFORE ME, personally appeared Nancy Frank, to me well known and known to me to be the
individual in and who executed the foregoing Amendment to Articles of Incorporation, and (s)he acknowledged
before me that (s)he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the County and State aforesaid, this 1st day of December, 1997.

/s/ Maria Del Rio



Maria Del Rio
MY COMMISSION # CC631829 EXPIRES
May 25, 2001
BONDED THRU TROY FAIR INSURANCE, INC.