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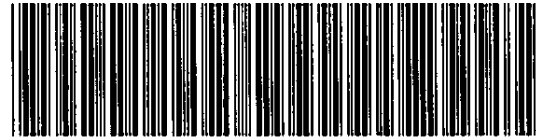
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*Amended and  
Restated.*

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** The United Way of Collier County, Inc.

**DOCUMENT NUMBER:** 704669

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

EDWARD L. LARSEN, ESQ.

(Name of Contact Person)

(Firm/ Company)

2390 TAMIAMI TRAIL NORTH, SUITE 202

(Address)

NAPLES, FLORIDA 34103

(City/ State and Zip Code)

Steve.Sanderson@UWCollier.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Edward L. Larsen

239

643-0100

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|---|--|---|--|

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

6.4

Restated and Amended  
ARTICLES OF INCORPORATION  
OF  
THE UNITED WAY OF COLLIER COUNTY, INC.  
A Florida Non-Profit Corporation

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The United of Collier County, Inc., originally incorporated under the laws of the State of Florida on January 16, 1957, desires to amend and restate its Articles of Incorporation in its entirety. The original Articles were filed with the Florida Secretary of State on October 10, 1962. Pursuant to Section 617.1001 of the Florida Not-For-Profit Act, the Articles of Incorporation of the The United Way of Collier County, Inc. are hereby amended and restated as follows:

ARTICLE I  
Name

The name of the corporation is THE UNITED WAY OF COLLIER COUNTY, INC. (the "Corporation").

ARTICLE II  
Purposes

The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes, 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 the corresponding section of any future federal tax code. In these Articles, the term "I.R.C." means the Internal Revenue Code of 1986, as amended, and references to provisions thereof are to such provisions as they are from time to time amended and to corresponding provisions of any future United States Internal Revenue Law.

ARTICLE III  
Activities and Restrictions

Section 1. No dividends, liquidating dividends, or distributions shall be declared or paid by the Corporation to any private individual or officer or director of the Corporation.

Section 2. No substantial part of the activities of the Corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation, or initiative or referendum before the public. The Corporation shall neither participate in, nor intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office, including the publishing or distribution of any statements.

Section 3. No part of the net earnings or net income of the Corporation shall inure to the benefit of any private individual or officer or director of the Corporation; provided, however, that such a person may receive reasonable compensation for personal services rendered, or reimbursement for reasonable expenses incurred, which are necessary to carrying out the exempt purposes of the Corporation.

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Section 4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under I.R.C. Section 501(c)(3), or by a corporation, contributions to which are deductible under I.R.C. Section 170(c)(2).

Section 5. At any time during which this Corporation shall be classified as a "private foundation" as the term is defined by I.R.C. Section 509 or the corresponding provisions of any subsequent federal tax laws, such Corporation shall comply with the following provisions:

- (a) The Corporation shall distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by I.R.C. Section 4942 or corresponding provisions of any later federal tax laws.
- (b) The Corporation shall not engage in any act of self-dealing as defined in I.R.C. Section 4941(d), or corresponding provisions of any later federal tax laws.
- (c) The Corporation shall not retain any excess business holdings as defined in I.R.C. Section 4943(c), or corresponding provisions of any later federal tax laws.
- (d) The Corporation shall not make any investments in a manner that would subject it to tax under I.R.C. Section 4944, or corresponding provisions of any later federal tax laws.
- (e) The Corporation shall not make any taxable expenditures as defined in I.R.C. Section 4945(d), or corresponding provisions of any later federal tax laws.
- (f) The Corporation shall not make any indemnification that would give rise to a penalty excise tax under I.R.C. Chapter 42.

#### ARTICLE IV

##### Members

The Corporation shall have no voting members. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No Director shall have any right, title, or interest in or to any property of the corporation.

#### ARTICLE V

##### Board of Directors

The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of such number of persons as shall be fixed by the Bylaws from time to time, but shall not be less than the number of directors required by the Act, which at the time of execution of these Articles is three (3). The terms of office, qualifications and method of election of the directors shall be as specified in the Bylaws.

ARTICLE VI  
Debt Obligations and Personal Liability

No officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the officers or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VII  
Director Consent Actions

Any action required or permitted to be taken at a board meeting may be taken by written action signed by all of the directors then in office. Such action shall have the same force and effect as a vote of the board of directors taken at a meeting. All directors shall receive written notice of any action so taken, and the written action is effective on the date specified in the written consent or when the last director signs the consent, whichever is later.

ARTICLE VIII  
Amendment

These Articles of Incorporation may be amended by the directors of the Corporation by vote of two-thirds (2/3) of the number of directors in office at the time that the amendment is adopted, provided that no amendment shall substantially change the original purposes of the Corporation.

ARTICLE IX  
Dissolution

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the debts, obligations, liabilities, costs and expenses of the Corporation, distribute all of the assets of the Corporation exclusively for purposes substantially similar to one or more organizations then described in I.R.C. Sections 170(c)(2) and 501(c)(3) having purposes substantially similar to those of the Corporation (except that no private foundation as defined by I.R.C. Section 509(a) shall be a recipient) or to one or more units or agencies of federal, state or local government to be used exclusively for public purposes, as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed, upon application of the Board of Directors, to one or more of such organizations as determined by the Circuit Court of Collier County, the county in which the principal office of the Corporation is located.

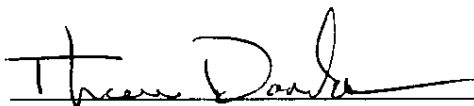
ARTICLE X  
Principal Office: Registered Office and Registered Agent

The mailing address of the principal office and the registered office of the Corporation is The United Way of Collier County, Inc., 9015 Strada Stell Court, Suite 204, Naples, FL 34109-4373. The registered agent at such address is Steven L. Sanderson, President.

These Amended and Restated Articles of Incorporation were adopted by the Board of Directors at a duly called meeting of the Corporation on the 15<sup>th</sup> day of November, 2016, and the number of votes cast in favor of same was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 17<sup>th</sup> day of November, 2016.

The United Way of Collier County, Inc.

By:   
Thomas Donahue  
Chairman of the Board of Directors