

716619

Quarles & Brady LLP

4501 Tamiami Trail North
Suite 300
Naples, Florida 34103-3060
Tel 941.262.5959
Fax 941.434.4999
www.quarles.com

Attorneys at Law in:
Chicago (Quarles & Brady LLC)
Madison
Milwaukee
Phoenix
West Palm Beach

June 15, 2000

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

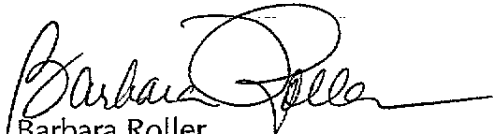
800003296008--2
-06/19/00--01132--014
*****43.75 *****43.75

Re: Articles of Amendment-The YMCA of Collier County, Inc.

Enclosed for immediate filing, please find the original Articles of Amendment to Articles of Incorporation for the above referenced corporation, together with a check payable to the Florida Department of State for \$43.75, representing the required fee of \$35.00 for filing the amendment and an additional \$8.75 for a certified copy of the filed document.

Please file the original document immediately upon your receipt of the same and return the certified copy to my attention at your earliest convenience. Thank you.

Sincerely,


Barbara Roller
Legal Assistant to John Humphreville

BDR/ldv
Enclosures

FILED
00 JUN 30 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Notarized

T. LEWIS JUN 30 2000



4501 Tamiami Trail North
Suite 300
Naples, Florida 34103-3060
Tel 941.262.5959
Fax 941.434.4999
www.quarles.com

Attorneys at Law in:
Chicago (Quarles & Brady LLC)
Madison
Milwaukee
Phoenix
West Palm Beach

June 28, 2000

Thelma Lewis
Corporate Specialist Supervisor
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: Ref. Number 716619 - Articles of Amendment - YMCA of Collier County, Inc.

Dear Ms. Lewis:

Enclosed for immediate filing, please find the Articles of Amendment to Articles of Incorporation for the above referenced corporation, which have been revised according to your letter of June 22, 2000. Please note that the Amended and Restated Articles enclosed reflect a change to the name of the corporation which simply removes the periods from "Y.M.C.A." We previously sent you our firm's check in the amount of \$43.75, which you are holding.

Please file the original document immediately upon your receipt of the same and return the certified copy to my attention at your earliest convenience. Thank you.

Sincerely,

Barbara Roller
Legal Assistant to John Humphreville

Enclosures



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 22, 2000

BARBARA ROLLER, LEGAL ASSISTANT
QUARLES & BRADY LLP
4501 TAMiami TRAIL NORTH, SUITE 300
NAPLES, FL 34103-3060

SUBJECT: Y.M.C.A. OF COLLIER COUNTY, INC.
Ref. Number: 716619

We have received your document for Y.M.C.A. OF COLLIER COUNTY, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

Our records indicate the Articles of Incorporation was originally filed with the Florida Department of State on 5-27-69. Please correct your document accordingly.

The document must state that there are no members or members entitled to vote.

Please return 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) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 600A00035419

RECEIVED
00 JUN 30 AM 9:33
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
Y.M.C.A. OF COLLIER COUNTY, INC.

FILED
00 JUN 30 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 617.1002, 617.1006, and 617.1007, of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The Articles of Incorporation of Y.M.C.A. of Collier County, Inc., a Florida not-for-profit corporation (the "Association"), originally filed with the Florida Department of State on May 27, 1969, are hereby amended and restated in their entirety. The Amended and Restated Articles of Incorporation are attached hereto as Exhibit "A" and supersede the original Articles of Incorporation and all amendments thereto in their entirety.

2. The Amended and Restated Articles of Incorporation were adopted at a duly called and legally constituted meeting of the Board of Directors held on March 28, 2000, after the unanimous adoption of a Resolution proposing said Amended and Restated Articles of Incorporation. There are no members entitled to vote.

IN WITNESS WHEREOF, the undersigned officer of the corporation has executed these Articles of Amendment this 27 day of June, 2000.

Y.M.C.A. OF COLLIER COUNTY, INC., a
Florida not-for-profit corporation

ATTEST:

By: [Signature]
Name: Sukie Honeycutt
Title: Chairman

[Signature]
John D. Humphreville, as Secretary

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
YMCA OF COLLIER COUNTY, INC.**
(a Florida not-for-profit corporation)

ARTICLE I.
NAME

The name of the corporation shall be **YMCA OF COLLIER COUNTY, INC.**, a Florida not-for-profit corporation.

ARTICLE II.
PLACE OF BUSINESS

The principal place of business of the corporation shall be 5450 YMCA Road, Naples, Florida, 34109, or such other location within Collier County, Florida.

ARTICLE III.
PURPOSE

The purpose for which the corporation is organized and operated are exclusively for charitable and educational purposes solely within the exemptions provided by 26 U.S.C.A., Internal Revenue Code, Section 501(c)(3) and any amendments thereto and Florida Statutes, namely:

- a. To build a fellowship of persons devoted to the realization in their lives of those ideals of personal and social living consistent with traditional Judeo-Christian values in the hope that such fellowship will lead to the development of the physical, mental and spiritual well-being of both residents and visitors within southwest Florida communities.
- b. To maintain activities designed to improve the physical and mental health of persons, to train them in Judeo-Christian citizenship, and to lead them into a rich spiritual experience within its defined geographic area.
- c. To establish and maintain membership in the National Council of the Young Men's Christian Associations of the United States of America, the constitution of which the corporation accepts.
- d. In the event of failure to maintain membership in the National Council, the corporation shall relinquish the use of the name "Young Men's Christian Association," the letters "YMCA," the letter "Y," and the symbols and trademarks used or registered on behalf of the National Council and the National Board of YMCAs.
- e. Notwithstanding any of the provisions hereof, failure of the corporation to establish and maintain membership in the said National Council shall not affect the status of the corporation as a corporation not-for-profit organized and existing under the laws

of the State of Florida or affect the powers of the corporation arising by virtue of the laws of the State of Florida and these Articles.

- f. To accomplish its objectives, the corporation may establish and provide for the conduct and maintenance of its work in one or more sections of its defined geographic area not already included in the territory of a duly organized local Association, and for particular groups of persons. All branches or subdivisions established by the corporation shall be under the control of the Corporate Board of Directors.
- g. To hire, lease, buy, inherit or otherwise acquire and hold land, build, equipment or other real or personal property for corporation offices, camps, or similar purposes; and to build, construct, control, utilize and manage said property for the benefit of the corporation, as authorized by law.

ARTICLE IV. QUALIFICATION AND ADMISSION OF MEMBERS

The qualification of members of the corporation and the manner of their admission shall be in accordance with such regulations as may be prescribed by the Corporate Board of Directors of the corporation; provided, however, that no person who is of good moral character and in sympathy with the purpose of the corporation shall be denied membership solely on the basis of age, race, sex, or creed.

ARTICLE V. TERM OF EXISTENCE

The term for which the corporation is to exist shall be perpetual unless sooner terminated or dissolved according to law.

ARTICLE VI. CORPORATE BOARD OF DIRECTORS

The affairs of the corporation are to be managed by the Corporate Board of Directors consisting of not less than nine (9) nor more than twenty five (25) persons elected by the members of the corporation at an annual meeting in accordance with the provisions of the Bylaws, plus the Chair of any branch facility.

The Bylaws of the corporation may provide for advisory, emeritus, and honorary members of the Corporate Board of Directors, whose terms, qualifications, and duties shall be as set forth in the Bylaws. Such advisory, emeritus, and honorary directors shall have no power to vote on matters that may come before the Corporate Board of Directors.

Only those persons who are voting members of the corporation are eligible for election to the Corporate Board of Directors.

The duties of the Corporate Board of Directors and the manner of filling interim vacancies that may occur thereon shall be as provided in the Bylaws of the corporation.

ARTICLE VII.

OFFICERS

The Corporate Board of Directors of the corporation shall elect annually, following the annual meeting of the membership of the corporation, the officers of the corporation, including a Chair of the Corporate Board of Directors, Chair Elect, Past Chair, a Secretary, and a Treasurer of the corporation. Such officers shall have such duties as are set forth in the Bylaws of the corporation. Such officers shall serve until their successors are elected and qualified, and shall have such qualifications are prescribed by the Bylaws of the corporation provided, however, that only such persons as are voting members of the Corporate Board of Directors shall be eligible for election as officers of the corporation.

ARTICLE VIII.

AMENDMENTS TO BYLAWS

The Bylaws of the corporation may be made, amended, altered, or rescinded by the Corporate Board of Directors by two-thirds ($\frac{2}{3}$) vote of those members present and voting at any regular meeting of the said Corporate Board of Directors or at a special meeting thereof called for that purpose, provided that the proposed amendments have been included in the notice of the meeting, as prescribed by the Bylaws.

ARTICLE IX.

AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation of the corporation may be amended by vote of two-thirds ($\frac{2}{3}$) of the voting members of the corporation present and voting at the annual meeting of said members or at any special meeting of the corporation called for that particular purpose; provided, however, that notice of such proposed amendment shall have been given in writing to each member of the corporation by mailing to each member at its last known address a notice of such proposed amendment at least ten (10) days prior to the meeting date.

ARTICLE X.

DISTRIBUTION ON DISSOLUTION

Upon the dissolution of the corporation, after paying or making provisions for the payment of all the liabilities of the corporation, all remaining assets of the corporation shall be used or distributed, subject to the order of the Circuit Court of the Twentieth Judicial Circuit of Florida, in and for Collier County, exclusively for purposes within those set forth in Article III of these Articles and within the intentment of Section 501(c) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Code), or to such organizations organized and operated exclusively for purposes as shall at that time qualify as

purposes of an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Code).

ARTICLE XI.
EXEMPT STATUS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private person; provided, however, that the 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 Article III hereof.

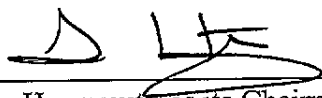
Notwithstanding any other provision of these articles, this corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status: (1) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954; or (2) as a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code of 1954.

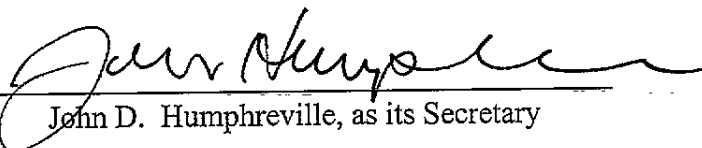
ARTICLE XII.
POWERS OF CORPORATION

The corporation shall have all powers granted to not-for-profit corporations under the laws of the State of Florida.

(Corporate Seal)

YMCA OF COLLIER COUNTY, INC., a Florida
not-for-profit corporation

By: 
Sukie Honeycutt, as its Chairman

By: 
John D. Humphreville, as its Secretary

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 27 day of June, 2000, by Sukie Honeycutt and John D. Humphreville, as Chairman and Secretary, respectively of **YMCA OF COLLIER COUNTY, INC.**, a Florida not-for-profit corporation, on behalf of the corporation who are personally known to me or who have produced _____ as identification.

Barbara Roller
NOTARY PUBLIC
Barbara Roller
TYPED OR PRINTED NAME OF NOTARY
MY COMMISSION EXPIRES:

