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BASIC AMENDMENT

YMCA OF THE GULF COAST, INC.

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ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
YMCA OF THE GULF COAST, INC.

02 AUG 26 PM 4:12
FILED
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 Amended and Restated Articles of Incorporation:

NOTE: New language is underlined; language being deleted is shown in ~~struck through type~~.

FIRST: ARTICLE I of the Amended and Restated Articles of Incorporation is hereby amended as follows:

ARTICLE I
Name

The name of the corporation shall be YMCA of Collier County, Inc., a Florida not-for-profit corporation.

SECOND: ARTICLE IV of the Amended and Restated Articles of Incorporation is hereby amended as follows:

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 and the Chair of the Endowment Board.

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.

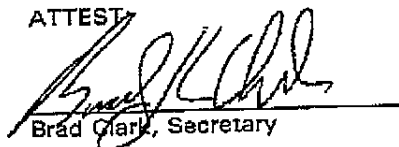
THIRD: The date of adoption of the amendment was June 25, 2002.

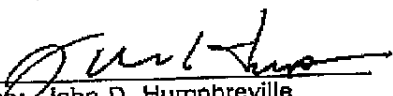
FOURTH: The amendment was adopted at a duly called and legally constituted meeting of the Board of Directors. There are no members entitled to vote.

IN WITNESS WHEREOF, the undersigned officer of the corporation has executed these
Articles of Amendment this 25 day of June, 2002.

YMCA OF THE GULF COAST, INC., a Florida
not-for-profit corporation

ATTEST


Brad Clark, Secretary

By: 
Name: John D. Humphreville
Title: Chairman