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BASIC AMENDMENT

YMCA OF COLLIER COUNTY, INC.

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*Amended & Restated
Art*

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**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 Lee or Collier Counties, 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

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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 Trustees.
- 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 Trustees 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 TRUSTEES

The affairs of the corporation are to be managed by the Corporate Board of Trustees consisting of not less than seven (7) nor more than thirteen (13) persons elected by the members of the corporation at an annual meeting in accordance with the provisions of the Bylaws. The Corporate Board of Trustees shall be comprised of: Naples Branch Board Chair, Bonita Springs Branch Board Chair, Finance Committee Chair, YMCA Endowment Board Chair, Representative of Chairman's Council, Immediate Past Chair of Board of Trustees, plus additional Board Members, as elected by the members within the above-stated ranges.

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

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The duties of the Corporate Board of Trustees 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 Trustees 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 Trustees, Chair Elect, Past Chair, a Secretary, and a Treasurer of the corporation who shall also serve as Chair of the Finance Committee. 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 Trustees 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 Trustees by two-thirds ($\frac{2}{3}$) vote of those members present and voting at any regular meeting of the said Corporate Board of Trustees 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 (including electronic 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

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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

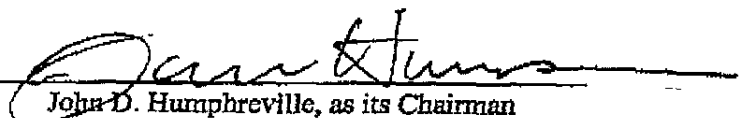
No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private person; provided, however, that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

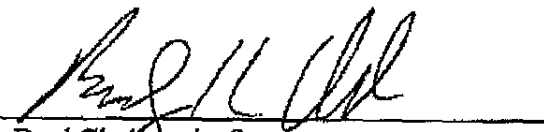
Notwithstanding any other provision of these articles, this corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status: (1) as a corporation which is exempt from federal income taxation as an organization described 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: 
John D. Humphreville, as its Chairman

By: 
Brad Clark, as its Secretary

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STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 28th day of March, 2004, by John D. Humphreville, as Chairman and Brad Clark, as 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.



Elaine J. Stuart
My Commission DD083183
Expires January 11, 2006

A handwritten signature of Elaine J. Stuart in cursive script.

NOTARY PUBLIC

ELAINE J. STUART

TYPED OR PRINTED NAME OF NOTARY

MY COMMISSION EXPIRES:

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
YMCA OF COLLIER COUNTY, INC.**

The undersigned does hereby make, subscribe, acknowledge and file with the Florida Secretary of State, these Articles of Amendment, in accordance with the vote of not less than two-thirds (2/3) of the members of the Corporation, at a duly called meeting of the members held on March 27, 2004, after unanimous adoption of the resolution proposing said Amendments by the Board of Directors.

The Articles of the YMCA of Collier County, Inc. are, and shall hereby be, amended in accordance with the Amendments to the Articles of Incorporation attached hereto as Exhibit "A" and by reference, made a part hereof.

IN WITNESS WHEREOF, YMCA of Collier County, Inc. has caused these Articles of Amendment to be executed in accordance with authority here and before expressed this 28th day of March, 2004.

(Corporate Seal)
**YMCA OF COLLIER COUNTY,
INC.**, a Florida not-for-profit
corporation

By: [Signature]
John D. Humphreville, as
Chairman

Attest:

[Signature]
Brad Clark, as Secretary

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that before me personally appeared John D. Humphreville, as Chairman of the YMCA of Collier County, Inc., a Florida not-for-profit corporation, who is known to me or provided _____ as identification, this 28th day of March, 2004.

(SEAL)

[Signature]
Notary Public, State of Florida
Print Name: ELAINE J. STUART
My commission expires: 1/11/06