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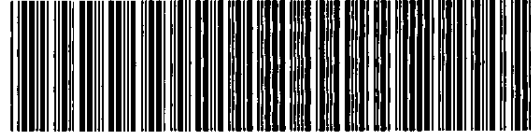
(Business Entity Name)

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APPROVED
FILED
14 JUL 25 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended
restated
7/26/11
TC

Salvatori, Wood & Buckel

ATTORNEYS AT LAW

9132 Strada Place, Fourth Floor, Naples FL 34108-2683

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July 20, 2011

Florida Department of State
Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

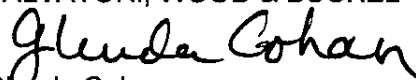
Re: YMCA of the Palms - Pro Bono Representation
SWB File No. 13569-00001

Dear Sir or Madam:

Enclosed for filing please find the original Amended and Restated Articles of Incorporation for the YMCA of the Palms, Inc. We are also enclosing our firm's check in the amount of \$35 made payable to the Department of State as the filing fee for same. If you would be so kind, please return the enclosed *copy* of the Articles with your stamp showing receipt for filing. Of course, if you have any questions, please do not hesitate to call. Thank you.

Sincerely,

SALVATORI, WOOD & BUCKEL


Glenda Cohan
Assistant to John D. Humphreville

JDH/gc
Enclosures as stated

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
YOUNG MEN'S CHRISTIAN ASSOCIATION (YMCA) OF THE PALMS, INC.**
(a Florida not-for-profit corporation)

ARTICLE I
NAME

The name of the corporation shall be **YOUNG MEN'S CHRISTIAN ASSOCIATION (YMCA) OF THE PALMS, 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
PURPOSES

The purposes 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. Notwithstanding any of the provisions hereof, failure of the corporation to establish and maintain membership in the 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.
- e. 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. All branches or subdivisions established by the corporation shall be under the control of the Corporate Board of Directors.
- f. To hire, lease, buy, inherit or otherwise acquire and hold land, buildings, equipment or other real or personal property for corporation purposes; and to build, construct, control, utilize and manage such

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 as set forth in the bylaws.

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
BOARD OF DIRECTORS

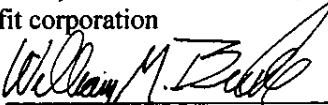
The affairs of the corporation are to be managed by the Board of Directors consisting of not less than seven (7) nor more than twenty five (25) persons elected or appointed in the manner provided in the bylaws.

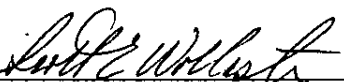
The bylaws may provide for advisory, emeritus, and honorary members of the Board of Directors, whose terms, qualifications, and duties shall be as set forth in the bylaws. Such advisory, emeritus, and honorary directors shall have no power to vote on matters that may come before the Corporate Board of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

ARTICLE VII
OFFICERS

The Board of Directors shall elect the following officers of the corporation: Chair of the Board of Directors, Vice Chair, Secretary, Treasurer and such other officers as the Board of Directors deem advisable. Such officers shall be members of the Board of Directors and shall be elected or appointed and have such duties as set forth in the bylaws.

**YOUNG MEN'S CHRISTIAN ASSOCIATION
(YMCA) OF THE PALMS, INC.,** a Florida not-for-profit corporation

By: 
William Burke, Chairman of the Board

By: 
Scott E. Wollaston, Secretary

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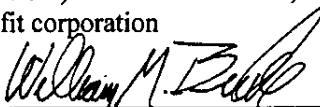
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