

729339

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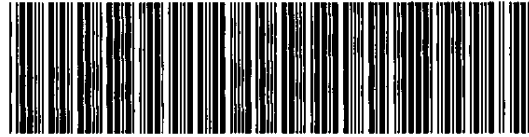
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Amend

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APR
10/13/10

Bryant Miller Olive

Attorneys at Law
111 Riverside Avenue
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Jacksonville, FL 32202
Tel 904.384.1264
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October 6, 2010

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

RE: Key West Sailing Club, Inc. (Document Number 729339)
Articles of Amendment

Dear Amendment Section:

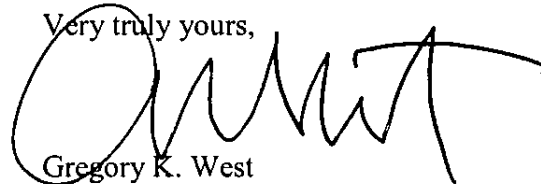
Enclosed please find Articles of Amendment for filing. Enclosed also please find a check in the amount of \$35.00 for the Filing Fee. The date of adoption of the amendments was August 6, 2010.

The enclosed Articles of Amendment also provide for a name change from Key West Sailing Club, Inc. to Key West Community Sailing Center, Inc.

Please return all correspondence concerning this matter to the following:

Gregory K. West
Bryant Miller Olive, P. A.
111 Riverside Avenue, Suite 200
Jacksonville, Florida 32202

Very truly yours,



Gregory K. West

Enclosures
cc: Roger McVeigh

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Key West Sailing Club, Inc. (But see adopted name)

DOCUMENT NUMBER: 729339

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

Please return all correspondence concerning this matter to the following:

Gregory K. West

(Name of Contact Person)

Bryant Miller Olive, P.A.

(Firm/ Company)

111 Riverside Avenue, Suite 200

(Address)

Jacksonville, Florida 32022

(City/ State and Zip Code)

gwest@bmolaw.com

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

For further information concerning this matter, please call:

Gregory K. West

(Name of Contact Person)

at (904) 384-1264

(Area Code & Daytime Telephone Number)

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

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is 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

FILED

2010 OCT -8 AM 10:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

TO

KEY WEST SAILING CLUB, INC.

A Florida Non-Profit Corporation

Pursuant to Section 617.1001, of the Florida Statutes, the Articles of Incorporation of KEY WEST SAILING CLUB, INC. are hereby amended as follows:

1. The name of this corporation shall be amended to read: KEY WEST COMMUNITY SAILING CENTER, INC.

2. Articles II and III of the Articles of Incorporation of this corporation are hereby deleted in their entirety and amended to read as follows:

II. PURPOSES

The specific and primary purposes for which this corporation is formed are:

A. To advance sailing education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. To establish and sustain ongoing programs for sailing education and community involvement in regard to the community and the city of Key West, Florida.

C. To advance the sport of sailing.

D. To operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

III. MEMBERSHIP

This Corporation shall have no "Members."

4. Article VI, Section 2 of the Articles of Incorporation of this corporation is hereby deleted in its entirety and amended to read as follows:



Section 2. The Directors making up the Board of Directors need not be residents of the state of Florida. Each member of the Board of Directors shall be at least 18 years of age.

5. Articles VIII, IX, X, XI, XII and XIII of the Articles of Incorporation of this corporation are hereby deleted in their entirety and amended to read as follows:

VIII. BYLAWS

The initial by-laws shall be adopted by the Board of Directors. Such by-laws may be amended or repealed in whole or in part, in the manner provided therein, and the amendments to the by-laws shall be binding on all Directors, including those who voted against them.

IX. AMENDMENTS

These Articles of Incorporation may be amended at a meeting of the Board of Directors upon notice given, as provided by the by-laws, of intention to submit such amendments, by the affirmative vote of two-thirds (2/3) of a quorum of the Directors.

X. RESIDENT AGENT

In pursuance of chapter 48.091, Florida Statutes, this corporation names the following person as its agent to accept service of process within this State:

Roger McVeigh

627 Simonton Street
Key West, Florida 33040-6896

XI. CORPORATE PURPOSES

The purposes for which this Corporation is formed are exclusively charitable and educational and consist of the following:

Section 1. This Corporation is formed exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law."

Section 2. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no

substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

Section 3. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

Section 4. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that this corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

XII. 501(c)(3) LIMITATIONS

Section 1. CORPORATE PURPOSES: Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Section 2. EXCLUSIVITY: The Corporation is organized exclusively for charitable and educational purposes.

Section 3. NO PRIVATE INUREMENT: The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors or Officers thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out this corporation's charitable and educational purposes. The property, assets, profits and net income of this corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

Section 4. LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not

participate in, or intervene in, any political campaign on behalf of any candidate for public office.

Section 5. DISSOLUTION: Upon winding up and dissolution of this corporation, the assets of this corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If this corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which this corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

Section 6. "PRIVATE FOUNDATION" PROVISIONS: In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

- a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

XIII. INDEMNIFICATION


Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of this corporation shall be indemnified by this corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by

his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors of administrators) may be entitled apart from this Article.

6. The date of the adoption of these amendments was August 6, 2010.

7. These amendments were adopted by the members and the number of votes cast for the amendments was sufficient for approval.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Amendment this 30 day of August, 2010.



President
JENS M NIELSEN