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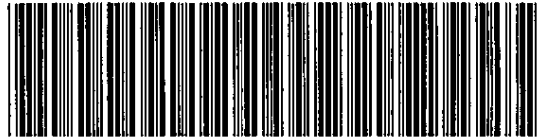
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FILED
15 FEB 13 AM 10:59
TALAMON, T. COOK

FEB 17 2015
C. CARROTHERS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: KEY WEST COMMUNITY SAILING CENTER, INC.

DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

MARCI L. ROSE

(Name of Contact Person)

(Firm/ Company)

810 THOMAS STREET.

(Address)

KEY WEST / FL 33040 - 6896.

(City/ State and Zip Code)

Squirensa@aol.com.

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

For further information concerning this matter, please call:

DAVID BROCKBANK.

(Name of Contact Person)

at (305) 587 3364.

(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

Articles of Amendment
to
Articles of Incorporation
of

SECRET
TALLAHASSEE, FLORIDA
15 FEB 13 AM 10:59
11160

(Name of Corporation as currently filed with the Florida Dept. of State)

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

N/A

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

MARCI L. ROSE

810 THOMAS STREET

(Florida street address)

New Registered Office Address:

KEY WEST

(City)


Florida

33040-6896

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.



Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
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5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

SEE ATTACHED 'RESTATED ARTICLES'

The date of each amendment(s) adoption: JANUARY 7TH 2015, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated Feb-4/15

Signature Jane Rohrschneider
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

JANE ROHRSCHEIDER
(Typed or printed name of person signing)

COMMODORE
(Title of person signing)

**RESTATED ARTICLES OF INCORPORATION
OF
KEY WEST COMMUNITY SAILING CENTER, INC.**

A Florida Non-Profit Corporation

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

I. NAME AND LOCATION

The name of this Corporation shall be: KEY WEST COMMUNITY SAILING CENTER, INC. and the principal offices of the Corporation shall be located at 705 Palm Avenue, in the City of Key West, Florida, or such other places as the Board of Directors shall determine.

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 current Internal Revenue Code, as amended, or under any corresponding provision 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

The membership of this Corporation shall constitute all persons as may become members in the manner provided by the By-Laws of this Corporation.

IV. TERM

This Corporation shall have perpetual existence unless dissolved by action of this Corporation or Operation of law.

V. SUBSCRIBERS

The name and residences of the original subscribers to these Articles of Incorporation are:

Dean M. Payne	1122 Seminary Street, Key West, FL 33040
William H. Reuter Jr.	621 Caroline Street, Key West, FL 33040
James L. Reed	1236 Washington Street, Key West, FL 33040
Dante L. Capas	512 Front Street, Key West, FL 33040
Ronald H. Chase	42 Alamanda Avenue, Key West, FL 33040

VI. DIRECTORS

Section 1: The Board of Directors making up the Board shall be members of the Corporation.

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.

Section 3: The Directors shall be elected and hold office in accordance with the By-Laws.

VII. OFFICERS

The Officers of this Corporation shall be the Commodore, a Vice-Commodore, a Rear-Commodore, a Secretary, a Treasurer and such other Officers as may be provided in the By-Laws.

VIII. BY-LAWS

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 Members and Directors, including those who voted against them.

IX. AMENDMENTS

Section 1: These Articles of Incorporation may be amended at a Special Meeting of the membership upon notice given, as provided in the By-Laws, by a majority of all votes of the members present.

Section 2: Amendments may also be made at a Regular Meeting of the membership upon notice given, as provided in the By-Laws, by a majority of all votes of the members present.

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:

Marci L Rose
810 Thomas 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 current Internal Revenue Code 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 current Internal Revenue Code 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 current Internal Revenue Code 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.

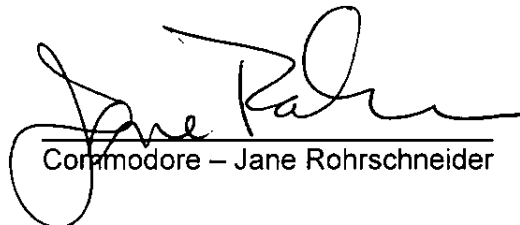
Section 5: Dissolution – Upon winding up and dissolution of this Corporation, the assets of this Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under Section 501(c)(3) of the current Internal Revenue Code to be used exclusively 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.

These Restated Articles were adopted by the Board of Directors and the number of votes cast for the Amendments was sufficient for approval.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Amendments this 7th day of January 2015.


Commodore – Jane Rohrschneider