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THE BOYS AND GIRLS CLUBS OF NASSAU COUNTY FOUNDATION

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
THE BOYS AND GIRLS CLUBS OF NASSAU COUNTY FOUNDATION, INC.

Pursuant to Section 617.1006, *Florida Statutes*, this Florida Not for Profit Corporation adopts the following amendments to its Articles of Incorporation:

FIRST: The name of the Corporation is The Boys and Girls Clubs of Nassau County Foundation, Inc.

SECOND: Article I of the Articles of Incorporation is amended and restated in its entirety to read as follows:

"ARTICLE I. NAME

The name of the Corporation is: The Boys and Girls Clubs of Nassau County Foundation, Inc."

THIRD: Article II of the Articles of Incorporation is amended and restated in its entirety to read as follows:

"ARTICLE II. ADDRESS

The street address of the principal office of the Corporation is:

Boys and Girls Clubs of Nassau County Foundation, Inc.
942259 Old Nassauville Road
Fernandina Beach, Florida 32034

The mailing address of the Corporation is:

Boys and Girls Clubs of Nassau County Foundation, Inc.
P.O. Box 16003
Fernandina Beach, Florida 32035"

FOURTH: Article III of the Articles of Incorporation is amended and restated in its entirety to read as follows:

"ARTICLE III. DURATION AND COMMENCEMENT

The existence of the Corporation commenced on September 22, 2000 and its duration shall be perpetual."

Prepared by Miriam R. Sowinski
Florida Bar No. 88839
Holland & Knight LLP
50 N. Laura St., Suite 3900
Jacksonville, FL 32202
904-353-2000

FIFTH: Article IV of the Articles of Incorporation is amended and restated in its entirety to read as follows:

"ARTICLE IV. PURPOSE

The Corporation is organized as a corporation not for profit, exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. In furtherance of these purposes, the Corporation shall be authorized:

(a) To make distributions to organizations which qualify as tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(d) To undertake duties and provide services consistent with its purpose including, but not limited to:

(a) To receive and maintain personal or real property, or both; and, subject to the restrictions and limitations hereinafter set forth, to hold and invest any such property, and to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable and educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

(b) To establish an office and employ or contract for such personnel as may be necessary and proper in the judgment of the Board of Directors, and pay reasonable compensation for the services of such persons.

(c) To enter into contracts appropriate to the accomplishment of the Corporation's charitable purposes; and to bring causes of action when appropriate and to defend any causes of action brought against it.

(d) To do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes, and to have and exercise all other power and authority now or hereafter conferred upon corporations under the laws of the State of Florida applicable to not-for-profit corporations, including but not limited to the powers described in Section 617.0302 of the Florida Statutes, subject however to the requirements of Section 501(c)(3) of the Internal Revenue Code and to the other limitations provided in these Articles of Incorporation."

SIXTH: Article V of the Articles of Incorporation is amended and restated in its entirety to read as follows:

"ARTICLE V. LIMITATIONS ON CORPORATE POWER

The powers of the Corporation are limited by the following provisions of this Article:

(a) No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons (including members if any ever exist), except 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 IV hereof.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Internal Revenue Code), and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(d) Although the Corporation does not expect to be classified as a private foundation within the meaning of Section 509(a) of the Internal Revenue Code, in the event that, and for so long as, the Corporation is so classified, the Corporation:

(i) Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code;

(ii) Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;

(iii) Shall not retain any excess business holdings as defined in Section 4943(c) o the Internal Revenue Code;

(iv) Shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and

(v) Shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code."

SEVENTH: Article VI of the Articles of Incorporation is amended and restated in its entirety to read as follows:

"ARTICLE VI. MEMBERS

The Corporation shall have no members. All rights granted by law to members shall be vested in the members of the Board of Directors."

EIGHTH: Article VII of the Articles of Incorporation is amended and restated in its entirety to read as follows:

"ARTICLE VII. REGISTERED OFFICE AND AGENT

The Corporation designates 11380 Prosperity Farms Road #221E, Palm Beach Gardens, FL 33410 as the street address of the initial registered office of the corporation and names Corporate Creations Network, Inc. as the corporation's initial registered agent at that address to accept service of process within this state."

NINTH: Article VIII of the Articles of Incorporation is amended and restated in its entirety to read as follows:

"ARTICLE VIII. BOARD OF DIRECTORS

The Corporation shall be governed by its Board of Directors. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than three (3). The number of directors, method of election or appointment of the directors, and the terms for which the directors shall serve, shall be as provided in the bylaws."

TENTH: Article IX of the Articles of Incorporation is amended and restated in its entirety to read as follows:

"ARTICLE IX. DISSOLUTION

In the event of the dissolution of the Corporation pursuant to Florida Statutes, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to one or more organizations that are exempt under Section 501(c)(3) of the Internal Revenue Code and are engaged in activities of the type described in Article IV above, or to the federal government or a state or local government for a public purpose, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes."

ELEVENTH: Article X of the Articles of Incorporation is amended and restated in its entirety to read as follows:

"ARTICLE X. INDEMNIFICATION

(a) To the fullest extent not prohibited by law, the Corporation shall indemnify each director and officer, and each former director and officer, of the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by such person or imposed on such person in connection with any action, suit or proceeding, or any settlement of an action, suit or proceeding (including any appeal thereof) to which such person may be a party or in which such person may have become involved by reason of being or having been a director or officer of the Corporation, or by reason of serving or having served as a director or officer of another Corporation at the request of the Corporation, whether or not such person is a director, officer or member of the Corporation at the time such expenses are incurred, except when such person is finally adjudged guilty of or liable for willful misfeasance or willful malfeasance in the performance of his or her duties on behalf of the Corporation; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer, or former director or officer, may be entitled by law, by agreement, by vote of the Board of Directors or otherwise. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses provided herein within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Corporation or of any corporation not for profit of which the Corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or of any corporation not for profit of which the Corporation is a member. The Corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

(c) The Board of Directors may in its discretion provide appropriate liability insurance for officers, directors, employees and/or agents of the Corporation, in amounts determined from time to time by the Board of Directors. A decision to provide insurance for some of the aforesaid persons shall not create any duty or obligation to provide insurance for all of the aforesaid persons."

TWELFTH: Article XI of the Articles of Incorporation is amended and restated in its entirety to read as follows:

"ARTICLE XI. COMPENSATION AND CONFLICTS OF INTEREST

(a) A director or officer of the Corporation may receive reasonable compensation for personal services rendered in that capacity or in any other capacity, so long as the services are reasonable and necessary to carrying out the charitable and educational purposes of the Corporation, and may be reimbursed for expenses or advances made for the Corporation that are reasonable in character and amount and approved for payment in the manner provided by the bylaws. Provided, however, that the Corporation shall make no payment that would constitute "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code or that would be classified as an "excess benefit" under Section 4958 of the Internal Revenue Code.

(b) The Board of Directors shall adopt a conflict of interest policy that shall apply to the directors and officers of the Corporation, and may apply to other employees and/or agents in the discretion of the Board. Unless provided otherwise in such policy, any contract, whether for compensation or otherwise, or other transactions between the Corporation and one or more of its directors or officers, or between the Corporation and any firm of which one or more of its directors or officers are shareholders, partners or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors, or officer or officers, at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall nevertheless authorize, approve, and ratify such contract or transaction by vote of majority of the directors present. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto."

THIRTEENTH: Article XII of the Articles of Incorporation is amended and restated in its entirety to read as follows:

"ARTICLE XII. AMENDMENTS TO ARTICLES

Amendments to these Articles of Incorporation may be proposed by any director on the Board of Directors. These Articles may be amended at any annual meeting of the Corporation, or at any special meeting duly called and held for such purpose, on the affirmative vote of a majority of the directors then serving on the Board of Directors, and present at such meeting."

IN WITNESS WHEREOF, the undersigned has executed this instrument as of this 14th day of October, 2014.

The Boys and Girls Clubs of Nassau County Foundation, Inc.

By: Joan B. Sheppard
Name: Joan B. Sheppard
Title: Secretary

ACCEPTANCE OF REGISTERED AGENT

Corporate Creations Network, Inc. agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles, and to comply with the provisions of the Florida Not-For-Profit Corporation Act, and acknowledges that it is familiar with, and accepts, the obligations of such position.

CORPORATE CREATIONS NETWORK, INC.

By: ______________________
Jim Perkins, Vice President

Dated: October 15, 2014

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