

NO2000003841

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August 23, 2002

Department of State
Division of Corporations
Corporate Filings
P. O. Box 6327
Tallahassee, Florida 32314

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-08/26/02--01047--006
*****35.00 *****35.00

Re: Naples Children's Museum, Inc., a Florida not-for-profit corporation

Dear Sir or Madam:

Enclosed find Articles of Amendment to Articles of Incorporation of Naples Children's Museum, Inc., together with a check in the amount of \$35.00 in payment of the filing fee.

Please file the Amendment and return the date-stamped copy to us. Thank you.

Very truly yours,



Lisa H. Barnett
For the Firm

LHB/lrj

Enclosures

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FILED
02 AUG 26 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AC 8/29
amend

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
NAPLES CHILDREN'S MUSEUM, INC.

FILED
02 AUG 26 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The following provisions of the Articles of Incorporation of **NAPLES CHILDREN'S MUSEUM, INC.**, a Florida not-for profit corporation, as filed in the offices of the Secretary of State, State of Florida in Tallahassee, Florida on the 20th day of May, 2002, and assigned document number N02000003841, be and they hereby are amended in the following particulars:

FIRST: The following language is added to ARTICLE III:

Said organization is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

SECOND: The following Article V is hereby added:

ARTICLE V

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

THIRD: The following Article VI is hereby added:

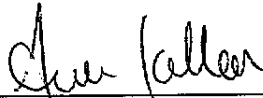
ARTICLE VI

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

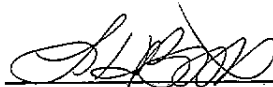
2. The foregoing amendments were adopted on the 21st day of August, 2002.

3. There are no members or members entitled to vote on the amendments. The amendments were adopted by the Board of Directors.

Signed this 21st day of August, 2002.



Ann Lundblad Keller,
Incorporator and Acting Chairman



Lisa H. Barnett, Director