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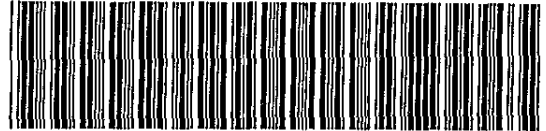
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TALLAHASSEE, FLORIDA

DA/Executive

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NO2-7010

FEE, KOBLEGARD & DeROSS

ATTORNEYS AT LAW

An Affiliation of Professional Associations

401 SOUTH INDIAN RIVER DRIVE
FORT PIERCE, FLORIDA 34950

FRANK H. FEE, III
R.N. KOBLEGARD, III, -
Board Certified Civil Trial Lawyer
SANDRA G. RENNICK
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JOSEPH J. DeROSS, JR.
of JOSEPH J. DeROSS, JR., P.A.

FRANK FEE (1913-1983)
OTIS R. PARKER, JR. (1910-1982)

TELEPHONE
(561) 461-5020
772
TELECOPIER
(561) 468-8461

March 31, 2003

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Royal Palms of St. Lucie, Inc.

Gentlemen:

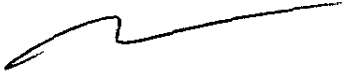
Please find enclosed the original and one copy of the Certificate of Amendment of Certificate of Incorporation for Royal Palms of St. Lucie, Inc.

I have also enclosed my check in the amount of \$43.75 representing the following costs:

Filing Fee: \$35.00
Certified copy: \$8.75

If anything further is required to process the amendment, please advise. I can be reached at (772) 461-5020.

Sincerely,


R. N. Koblegard, III

RNK:smb

Encs.

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION**

FILED

03 APR -3 AM 8:25

ROYAL PALMS OF ST. LUCIE, INC., a Florida corporation, under OF STATE
its corporate seal and the hands of its President, Sara K. Lloyd, MISSISSIPPI, FLORIDA
and its Secretary, Nikki Blackwell, hereby certifies that:

I.

The Board of Directors of said corporation at a special meeting called and held on the 3rd day of February, 2003, adopted the following resolutions:

RESOLVED that Articles I through XIV of the Articles of Incorporation of **ROYAL PALMS OF ST. LUCIE, INC.** be and the same are hereby amended to read as follows:

ARTICLE I - NAME

The name of the corporation is: **ROYAL PALMS OF ST. LUCIE, INC.**.

ARTICLE II - DURATION

This corporation shall exist perpetually commencing on the date of approval and acceptance of these Articles by the Secretary of the State of Florida, unless sooner dissolved according to law.

ARTICLE III - PURPOSE

Said corporation 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 the corresponding section of any future federal tax code.

ARTICLE IV - BENEFITS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, 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 III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence

legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) 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.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 2810-D Stoneway Lane, Fort Pierce, FL 34982. The name of the initial registered agent of this corporation at that address is KRISTEN K. CHEYNE. The principal address is the same.

ARTICLE VI - DIRECTORS

There shall be a Board of Directors numbering not less than three (3) nor more than fifteen (15), who need not be members of the corporation. All Directors shall be elected in accordance with the Bylaws of the corporation. The Board of Directors is that group of persons vested with the business and affairs of the corporation. The names, capacity and addresses of the initial Board of Directors are:

Name:	Capacity:	Address:
KRISTEN K. CHEYNE	Director	2810-D Stoneway Lane Ft. Pierce, FL 34982
SARA K. LLOYD	Director	715 Georgia Avenue Fort Pierce, FL 34950
BECKY SPRINGSTEEN	Director	711 Beach Court Fort Pierce, FL 34950

ARTICLE VII - INDEMNIFICATION OF DIRECTORS

(a) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer,

employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he has no reasonable cause to believe his conduct was unlawful.

(b) The corporation shall also indemnify any director, officer, employee or other agent who has been successful on the merits or otherwise, in defense of any action, suit or other proceeding, or in defense of any claim, issue or matter therein, against all expenses, including attorneys' fees, actually or reasonable incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee or agent met any appropriate standard of conduct.

(c) The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

(d) In addition to the indemnification provided for herein, the corporation shall have the power to make other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors.

ARTICLE VIII - OFFICERS

The affairs of the corporation are to be managed by a President, Vice-President, Secretary, Treasurer and such other officers and committees as may be deemed necessary and proper by the Board of Directors. Such officers shall be appointed by the Board of Directors in accordance with the Bylaws of the corporation. Those officers that shall serve until the first election or appointment of officers are:

SARA K. LLOYD, President
BECKY SPRINGSTEEN, Vice-President
NIKKI BLACKWELL, Secretary
KRISTIN K. CHEYNE, Treasurer

ARTICLE IX - COMMITTEES

This corporation may have certain committees, each of which shall consist of two (2) or more Directors and such other persons as the Board of Directors may, in its sole discretion, include. Such committees will have and exercise the authority that is delegated to it by the Board of Directors. Such authority shall be granted specifically and shall be circumscribed as the Board of Directors shall, in its sole discretion, deem proper and appropriate. The Board of Directors may terminate any such committee so created by resolution at any time.

ARTICLE X - MEMBERSHIP

Any individual who subscribes to the purposes and basic policies of the corporation may become a Member of the corporation subject only to compliance with the provisions of these Articles and Bylaws. Membership in the corporation shall be available without regard to race, color, creed or national origin.

ARTICLE XI - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

Name:	Address:
KRISTEN K. CHEYNE	2810-D Stoneway Lane Stoneway Lane Fort Pierce, FL 34982

ARTICLE XII - BYLAWS

The Bylaws of the corporation are to be made, altered or rescinded by the Board of Directors.

ARTICLE XIII - AMENDMENTS

These Articles of Incorporation may be amended by the act of the Board of Directors of the corporation. Such amendments may be proposed and adopted by the manner provided in the Bylaws of the corporation and amendment of these Articles shall require the assent of two-thirds (2/3rds) of the Board of Directors of the corporation.

ARTICLE XIV - DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the

meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of the 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 so disposed of shall be disposed of by a Court of competent jurisdiction 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.

RESOLVED FURTHER that this proposed amendment shall become effective February 3, 2003, after the same shall have been approved at a members' meeting to be held immediately following the adjournment of this meeting of the Board of Directors.

II.

The special meeting of the members of the corporation called by the Board of Directors as aforesaid was held on February 3, 2003 and at said special meeting of the members said amendment of Certificate of Incorporation was duly adopted by the unanimous vote of all of the members.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed in its name by its President and its corporate seal to be hereunto affixed and attested by its Secretary this 28th day of February, 2003.

**ROYAL PALMS OF ST. LUCIE,
INC.**, a Florida corporation

(CORPORATE SEAL)

By Sara K. Lloyd
SARA K. LLOYD, Its
President

Attest: Nikki Blackwell
NIKKI BLACKWELL,
Its Secretary

**STATE OF FLORIDA
COUNTY OF ST. LUCIE**

ON THIS DAY personally appeared before me, the undersigned officer duly authorized by the laws of the State of Florida to take acknowledgments, **SARA K. LLOYD** and **NIKKI BLACKWELL**, President and Secretary, respectively of **ROYAL**

PALMS OF ST. LUCIE, INC., a Florida corporation, who acknowledged before me that they executed the above and foregoing Certificate of Amendment as such officers for and on behalf of said corporation, after having been duly authorized to do so, and that they produced the following identification: Florida Driver's Licenses.

WITNESS my hand and official seal in the State and County aforesaid this 28th day of February, 2003.

Susan M. Burban
Signature of Notary Public

SUSAN M. BURBAN
Printed Name of Notary
Public

(NOTARY SEAL)



Susan M. Burban
MY COMMISSION # CC874086 EXPIRES
December 12, 2003
BONDED THRU TROY FARM INSURANCE, INC.