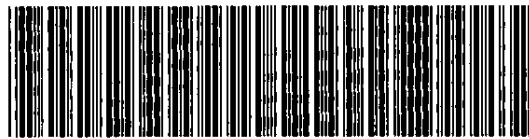


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@ 6/11/10

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: BEAR Home Foundation, Inc.

DOCUMENT NUMBER: N10000002954

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

Please return all correspondence concerning this matter to the following:

Raymond L. Schumann, Esq.
(Name of Contact Person)

Alvarez, Sambol & Winthrop, P.A
(Firm/ Company)

3451 Bonita Bay Blvd., Ste 200
(Address)

Bonita Springs, Florida, 34134
(City/ State and Zip Code)

tmena@aswmpa.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Trisa Mena at (239) 931-9500
(Name of Contact Person) (Area Code & Daytime Telephone Number)

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

- | | | | |
|---|---|--|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$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

BEAR Home Foundation, Inc.

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

N10000002954

(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:

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:

(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:

New Registered Office Address:

_____ (Florida street address)

_____, Florida _____

(City)

(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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 JUN -9 AM 10:34

AMENDED ARTICLES OF INCORPORATION
OF
BEAR HOME FOUNDATION, INC
A FLORIDA NONPROFIT CORPORATION

ARTICLE ONE

Name

The name of the Corporation is **BEAR HOME FOUNDATION, INC.**

ARTICLE TWO

Principal Office and Address:

The address of the principal office of the corporation is 25300 BEARNWOOD DRIVE, SUITE 1, BONITA SPRINGS, FL 34135-2530, and the mailing address of the corporation is 25300 BEARNWOOD DRIVE, SUITE 1, BONITA SPRINGS, FL 34135-2530.

ARTICLE THREE

Duration

The term of existence of the Corporation is perpetual; and the corporate existence will commence on the filing of these articles by the State of Florida.

ARTICLE FOUR

Purposes

The Corporation is organized for any charitable, educational, or scientific purpose, including:

A.

1. To devote the energies of the Corporation to provide assistance to individuals and families who are or have within their immediate family a member of the Bonita Springs-Estero Association of Realtors, Inc, a Florida not-for profit corporation ("BEAR") and that have suffered, or are the victim of, an immediate family or individual catastrophe, disaster, emergency or medical adversity in accord with their needs. Illustrations of the type of suffering include, but are not limited to, the significant damage to or loss of home wherein the family is displaced with no immediate reasonable alternatives for living quarters; the death or physical incapacity of the main income provider for a family, significant and major medical expenses of a family member relating to a major disease, illness, accident or the like wherein death or incapacity results.;

2. To encourage the discussion of the various means of assistance for individuals and families who are in need within the membership of the BEAR;

3. To identify through outreach and awareness efforts those individuals and families who are in need within the membership of the BEAR;

4. To foster an understanding of those in need and a willingness to assist;

5. To offer members of BEAR and the community the opportunity to provide the assistance, support and encouragement to members of BEAR who suffered, or are the victim of, an immediate family or individual catastrophe, disaster, emergency or medical adversity in accord with their needs;

6. All other purposes permitted by law.

B. All purposes of the Corporation are limited exclusively to those purposes as come within the meaning of and comply with **Section 501(c)(3) of the Internal Revenue Code of 1986** as amended (the "Code").

ARTICLE FIVE

Powers

The Corporation has all powers prescribed by law and all powers necessary and incidental to the fulfillment of its purpose.

ARTICLE SIX

Restrictions and Dissolution

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, members of the Board of Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered or in accord with the Corporation's purposes as stated herein or in its Bylaws.

B. 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 concerning), any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt under Section 501(c)(3) of the Code; or (b) by a corporation, contributions to which are deductible under Section 170 of the Code.

D. On the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable educational, and scientific purposes and that has established its tax exempt status under Section 501(c)(3) of the Code.

E. In the event that the Corporation shall become a "private foundation" within the meaning of Section 509 of the Code, the Corporation's income for each taxable year shall be distributed at such time and in such manner as not to subject it to tax under Section 4942 of the Code, and the Corporation shall be prohibited from engaging in

any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the Code, from making any investments in such manner as to subject this Corporation to tax under Section 4944 of the Code, and from making any taxable expenditures as defined in Section 4945(d) of the Code, and in all sections of the Code.

ARTICLE SEVEN

Directors

The directors of the Corporation shall four (4) in number and appointed by the Executive Committee of BEAR or as may be provided otherwise in the Corporation's Bylaws. The initial Directors are

Joseph Pavich

25300 BEARNWOOD DRIVE, SUITE 1, BONITA SPRINGS, FL
34135-2530

Albert Speach

25300 BEARNWOOD DRIVE, SUITE 1, BONITA SPRINGS, FL
34135-2530

Pamela Olsen

25300 BEARNWOOD DRIVE, SUITE 1, BONITA SPRINGS, FL
34135-2530

David Morton

25300 BEARNWOOD DRIVE, SUITE 1, BONITA SPRINGS, FL
34135-2530

ARTICLE EIGHT

Registered Office and Agent

The initial registered office of the Corporation shall be located at 3451 Bonita Bay Blvd, Suite 200, Bonita Springs, Florida. The initial registered agent of the Corporation at that address shall be Raymond L. Schumann, Esq.

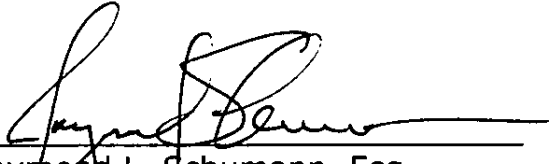
ARTICLE NINE

Incorporators

The names and residence addresses of the incorporators are:

Name	Address
Raymond L. Schumann, Esq.	3451 Bonita Bay Blvd, Suite 200 Bonita Springs, FL 34134

IN WITNESS WHEREOF, I have subscribed my name this 21ST day of May 2010.



Raymond L. Schumann, Esq.
Incorporator

The date of each amendment(s) adoption: 5/1/2010
(date of adoption is required)

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 6/1/2010

Signature _____

(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)

Raymond L. Schumann, Esq.

(Typed or printed name of person signing)

Attorney-in-Fact

(Title of person signing)