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N93000003784

NAPLES CHAPTER OF NATIONAL AMBUCS, INC

Post Office Box 10606
Naples, Florida 34101

May 1, 1997

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

FILED
97 AUG 25 AM 8:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Secretary of State:

Enclosed are articles of amendment for our non profit organization, *Naples Chapter of National Ambucs, Inc.* These amendments are a requirement as part of a federal group income tax exemption. We are also changing the name of our local chapter as well as restating the articles of incorporation to incorporate the amendments. Enclosed is a check for \$35.00.

I hope that we have done this correctly, it was somewhat confusing. Please let us know if we have not filed this paperwork properly or enclosed the correct amount of money.

Sincerely,

Pat A Andrews

Patricia A. Andrews, Treasurer
Telephone 941-262-4513

100002280191--3
-08/28/97--01110--006
*****35.00 *****35.00

V8 AUG 27 1997

Amend & N/C

ARTICLES OF AMENDMENT

OF

AMBUCS OF NAPLES, INC. (Insert Current Chapter Name)

A FLORIDA (Insert State of Incorporation) CORPORATION

FILED
97 AUG 25 AM 8:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned corporation hereby submits these Articles of Amendment for the purpose of amending its Articles of Incorporation.

1. The name of the corporation is AMBUCS OF NAPLES, INC. (Insert Current Chapter Name).

2. The Articles of Incorporation are hereby amended as follows:

A. The provisions of the Articles of Incorporation previously filed are stricken and deleted in their entirety.

B. In the place and stead of the Articles of Incorporation previously filed, the following Paragraphs 1 through and including 14 do hereby constitute the entire Articles of Incorporation of the above-referenced corporation.

1. The name of the corporation is the: ^(NEW)
_{NAME}
NAPLES Chapter of National AMBUCS, Inc.

2. The period of duration of the corporation shall be perpetual.

3. The purposes for which the corporation is organized are to operate exclusively for charitable, religious, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended; and in carrying out such purposes, the corporation shall:

a. Operate as a grant-making entity, in connection with which the corporation may receive and accept property, whether real, personal, or mixed, by way of gift, bequest, or devise, from any person, firm, trust or corporation; but no gift, bequest or devise of any such property shall be received and accepted if it is conditioned or limited in such manner as to require the disposition of the income or its principal to any person or organization other than an organization exempt from the federal income tax pursuant to section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, and shall make distributions to or for the benefit of

organizations exempt from the federal income tax under section 501(c)(3) of the Code which organizations' purposes may include, but are not limited to: relief of the poor and distressed or of the under privileged; advancement of education or science; erection or maintenance of public buildings, monuments, or works; lessening of the burdens of Government; and promotion of social welfare by organizations designed to accomplish any of the above purposes, or (i) to lessen neighborhood tensions; (ii) to eliminate prejudice and discrimination; (iii) to defend human and civil rights secured by law; or (iv) to combat community deterioration and juvenile delinquency.

- b. Operate to quicken the appreciation of the human and spiritual rather than the material values of life, to develop by precept and example a more intelligent, aggressive and service-conscious citizenship, to provide a means for the rendering of altruistic service and the wholesome upbuilding of the community, and to cooperate and collaborate with other civic bodies in the development and maintenance of high civic idealism and consciousness.
4. The corporation shall serve as a non-profit corporation for the purpose of soliciting, accepting and receiving funds from any and all public and private sources and shall use these funds solely for the purposes hereinabove set out.
5. In order to prosecute the objects and purposes set forth hereinabove properly, the corporation shall have full power and authority to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise, dispose of any such property and to invest, reinvest, or deal with the principal or income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the corporation, or any laws applicable thereto. The corporation shall have the full power and authority to do any other act or thing incidental to or connected with the foregoing purposes in advancement thereof, but not for the pecuniary profit or financial gain of its directors, officers, or members, except as permitted by the provisions of laws of the State of FLORIDA and the several amendments thereto.
6. The corporation shall have no power to declare dividends, and no part of its net earnings shall enure to the benefit of or be distributable to any member, director, or officer of the corporation, or to any individual, except that the corporation shall be authorized to pay compensation for services rendered and to make payments and distributions in furtherance of the proposes set forth herein, and no member, director or officer of the corporation, of any individual shall be entitled to share in the distribution of the corporate assets upon dissolution of the corporation.

7. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.
8. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such code and regulations as they now exist or as they may hereafter be amended.
9. Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed to The Living Endowment Fund, Inc., a North Carolina Non-profit Corporation which is a tax-exempt supporting organization to National AMBUCS, Inc., under Internal Revenue Code sections 501(c)(3) and 509(a)(3) respectively. If The Living Endowment Fund, Inc. shall fail to qualify as a section 501(c)(3), tax-exempt organization or having qualified, shall fail or refuse to accept this said distribution upon the dissolution of the corporation or the winding up of its affairs, then, and in that event, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary or education organizations which would then qualify under the provisions of Section 501(c)(3) and to which contributions are then deductible under Section 170(c)(2) exist or as they may hereafter be amended or shall be distributed to the federal government or to a state or local government for a public purpose.
10. As long as the corporation is deemed by the Internal Revenue Service to be a "private foundation" within the meaning of Section 509(a) of the Code, it shall comply with the provisions of the following paragraphs:
 - (a) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
 - (b) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
 - (c) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.
 - (d) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the code.

(e) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

11. The Directors herein named shall adopt By-Laws substantially in the form provided by National AMBUCS, Inc., which, with the provisions herein contained, shall contain provisions for the governance or the membership, directors, organization, and officers of the Chapter. Such Bylaws may be amended as provided therein.
12. The corporation shall have such members as may be provided in the Bylaws.
13. These Articles of Incorporation may be amended by the chapter but only upon: (i) the affirmative vote of two-thirds (2/3) of the members eligible to vote at a properly called meeting thereof; (ii) the affirmative vote of two-thirds (2/3) of the directors eligible to vote at a properly called meeting thereof; and (iii) the written consent of the Executive Director of National AMBUCS, Inc. Notwithstanding the foregoing, proposed amendments shall be presented to the members and directors as set forth in the Bylaws.
14. The corporation shall have no authority to issue capital stock.

3. The foregoing amendments were duly adopted by the unanimous consent of the members at a meeting thereof duly called pursuant to notice duly given, and were approved by the unanimous consent of the board of directors at a meeting thereof duly called pursuant to notice duly given, both meetings which were conducted on the 31st day of JULY, 1996.

31st IN TESTIMONY WHEREOF, the undersigned have hereunto set my hand and seal this the July day of July, 1996.

Margaret Castle, Secretary (SEAL)
Secretary

STATE OF FLORIDA

COUNTY OF COLLIER

This is to certify that on the 31st day of JULY, 1996, before me, a Notary Public, MARGARET CASTLE and _____ personally appeared who, I am satisfied, is the person named in and who executed the foregoing Articles of Amendment, and I

having first made known to them the contents thereof, they did acknowledge that they signed and delivered the same as a voluntary act and deed for the use and purposes therein expressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, this the 31st day of July, 1996.



Notary Public

My commission expires: _____.



(2)

N93000003784

NAPLES CHAPTER OF NATIONAL AMBUCS, INC.

Post Office Box 10606
Naples, Florida 34101

May 1, 1997

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*****35.00 *****35.00

Florida Department of State
Division of Corporations
P.O. Box 6327
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Secretary of State:

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I hope that we have done this correctly, it was somewhat confusing. Please let us know if we have not filed this paperwork properly or enclosed the correct amount of money.

Sincerely,



Patricia A. Andrews, Treasurer
Telephone 941-262-4513

Restated Art.

ARTICLES OF RESTATEMENT

OF

NAPLES CHAPTER OF NATIONAL AMBUCS, INC.
A FLORIDA (Insert State of Incorporation) CORPORATION

FILED
97 AUG 25 AM 8:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned corporation hereby submits these Articles of Restatement for the purpose of incorporating into one document its Articles of Incorporation and all amendments thereto.

1. The name of the corporation is NAPLES Chapter of National AMBUCS, Inc.
2. Attached hereto as Exhibit A are the restated Articles of Incorporation.
3. The restated Articles of Incorporation do not contain any amendment to the articles of incorporation requiring the approval of members or ~~directors~~ of the corporation, and the restated articles of incorporation were adopted and approved by the board of directors of the corporation.

IN TESTIMONY WHEREOF, the undersigned have hereunto set my hand and seal this the 31st day of JULY, 1996.

Margaret Castle Secretary (SEAL)
Secretary

STATE OF FLORIDA
COUNTY OF COLLIER

This is to certify that on the 31st day of July, 1996, before me, a Notary Public, Margaret Castle personally appeared who, I am satisfied, is the person named in and who executed the foregoing Articles of Amendment, and I having first made known to them the contents thereof, they did acknowledge that they signed and delivered the same as a voluntary act and deed for the use and purposes therein expressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, this the 31st day of July, 1996.

Patricia A. Andrews
Notary Public

My commission expires: _____

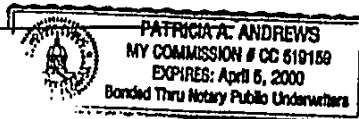


EXHIBIT A
RESTATED ARTICLES OF INCORPORATION
OF

NAPLES CHAPTER OF NATIONAL AMBUCS, INC.
A FLORIDA CORPORATION

1. The name of the corporation is the:
NAPLES Chapter of National AMBUCS, Inc.
2. The period of duration of the corporation shall be perpetual.
3. The purposes for which the corporation is organized are to operate exclusively for charitable, religious, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended; and in carrying out such purposes, the corporation shall:
 - a. Operate as a grant-making entity, in connection with which the corporation may receive and accept property, whether real, personal, or mixed, by way of gift, bequest, or devise, from any person, firm, trust or corporation; but no gift, bequest or devise of any such property shall be received and accepted if it is conditioned or limited in such manner as to require the disposition of the income or its principal to any person or organization other than an organization exempt from the federal income tax pursuant to section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, and shall make distributions to or for the benefit of organizations exempt from the federal income tax under section 501(c)(3) of the Code which organizations' purposes may include, but are not limited to: relief of the poor and distressed or of the under privileged; advancement of education or science; erection or maintenance of public buildings, monuments, or works; lessening of the burdens of Government; and promotion of social welfare by organizations designed to accomplish any of the above purposes, or (i) to lessen neighborhood tensions; (ii) to eliminate prejudice and discrimination; (iii) to defend human and civil rights secured by law; or (iv) to combat community deterioration and juvenile delinquency.
 - b. Operate to quicken the appreciation of the human and spiritual rather than the material values of life, to develop by precept and example a more intelligent, aggressive and service-conscious citizenship, to provide a means for the rendering of altruistic service and the wholesome upbuilding of the community, and to

cooperate and collaborate with other civic bodies in the development and maintenance of high civic idealism and consciousness.

4. The corporation shall serve as a non-profit corporation for the purpose of soliciting, accepting and receiving funds from any and all public and private sources and shall use these funds solely for the purposes hereinabove set out.
5. In order to prosecute the objects and purposes set forth hereinabove properly, the corporation shall have full power and authority to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise, dispose of any such property and to invest, reinvest, or deal with the principal or income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the corporation, or any laws applicable thereto. The corporation shall have the full power and authority to do any other act or thing incidental to or connected with the foregoing purposes in advancement thereof, but not for the pecuniary profit or financial gain of its directors, officers, or members, except as permitted by the provisions of laws of the State of FLORIDA and the several amendments thereto.
6. The corporation shall have no power to declare dividends, and no part of its net earnings shall enure to the benefit of or be distributable to any member, director, or officer of the corporation, or to any individual, except that the corporation shall be authorized to pay compensation for services rendered and to make payments and distributions in furtherance of the proposes set forth herein, and no member, director or officer of the corporation, of any individual shall be entitled to share in the distribution of the corporate assets upon dissolution of the corporation.
7. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.
8. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such code and regulations as they now exist or as they may hereafter be amended.
9. Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed to The Living Endowment Fund, Inc., a North Carolina

Non-profit Corporation which is a tax-exempt supporting organization to National AMBUCS, Inc., under Internal Revenue Code sections 501(c)(3) and 509(a)(3) respectively. If The Living Endowment Fund, Inc. shall fail to qualify as a section 501(c)(3), tax-exempt organization or having qualified, shall fail or refuse to accept this said distribution upon the dissolution of the corporation or the winding up of its affairs, then, and in that event, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary or education organizations which would then qualify under the provisions of Section 501(c)(3) and to which contributions are then deductible under Section 170(c)(2) exist or as they may hereafter be amended or shall be distributed to the federal government or to a state or local government for a public purpose.

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