11/05/97

FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

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DIVISION OF CORPORATIONS TO:

FAX #: (850)922-4000

FRDM: FAS-T CORP. AGENTS, INC.

ACCT#: M71001002335

CONTACT: LIDIA FERNANDEZ PHONE: (305)599-0839

FAX #: (305)716-0346

NAME: FLORIDA KEYS SENSIBLE PLANNING ALLIANCE, INC

AUDIT NUMBER..... H97000018429 DOC TYPE.....BASIC AMENDMENT

PAGES......

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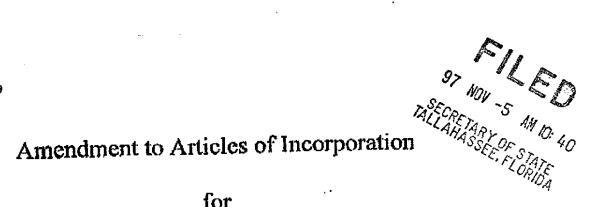
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DECUMENT

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Florida Keys Sensible Planning Alliance, Inc.

Pursuant to the provisions of chapter 617, Florida Statues, the undersigned corporation adopts the following Amendments to the Articles of Incorporation for such corporation.

Article 4

Original:

The Corporation is organized, and shall be operated exclusively for the following purposes:

- To promote sensible planning alternatives which can directly A. address waste water, hurricane evacuation and traffic issues in the environmentally sensitive Florida Keys.
- To take any action necessary to effect the foregoing. В.

To exercise any rights and powers confered by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

SJO Associates, Inc. PO Box 830201 Miami, FL 33283 (305) 598-4902

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C. To do such other things as are incidential to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Amendment:

The purpose of the corporation is exclusively religious, charitable, scientific, literary, and educational, 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 5

Original:

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to itr Members, Trustees or Officer, but 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 4 (Purposes) hereof.

Amendment:

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.

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Upon the dissolution of the corporation, assets shall be distributed to one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or any corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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.

In accordance with the bylaws, members are not entitled to vote on the amendment. The amendment was adopted by the board of directors on 22 day of September, 1997

Randall Hilliard, President

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