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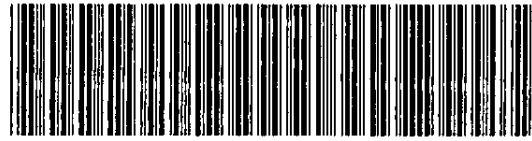
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February 15, 2011

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Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32314

Re: The St. Lucie County Fire Fighter Benevolent
Association, Inc.
Document No: N98000003157
File No. 121377.2597

Dear Amendment Section:

This law firm represents The St. Lucie County Fire Fighter Benevolent Association, Inc. In that regard, enclosed please find the following documents:

1. Original Articles of Amendment and two (2) copies;
2. This firm's trust account check in the amount of \$52.50 for the Filing Fee, Certificate of Status, and Certified Copy.

Should you request anything further regarding this matter, please contact me at (561) 966-1200.

Sincerely,

Maria S. Melius, Esq.

MSM/sr
Enclosure
c: client

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
OF
THE ST. LUCIE COUNTY FIRE FIGHTERS BENEVOLENT ASSOCIATION, INC.**

In compliance with the requirements of sections 617.1002 and 617.1006, Florida Statutes, The St. Lucie County Fire Fighters Benevolent Association, Inc., adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I- NAME AND PRINCIPAL OFFICE

The name of the Corporation is: THE ST. LUCIE COUNTY FIRE FIGHTERS BENEVOLENT ASSOCIATION, INC. ("Corporation"). The principal place of business and the mailing address of the principal office of the Corporation is: 3214 South U.S. Highway 1, Suite 1, Fort Pierce, Florida, 34982.

ARTICLE II- PURPOSE

The purpose for which the Corporation is organized is exclusively for educational, charitable, fraternal, civic, and social purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, including the making of distributions to organizations that qualify as exempt organizations under section 501 (c) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The specific purpose for which the Corporation is organized is to hold or give entertainments, solicit charitable contributions for distribution to nationally-recognized and locally-recognized bona fide charitable organizations, to reduce the burden on the local government through charitable contribution of firefighting equipment, and, in general, to do any and all things necessary to carry out and further the charitable and educational purposes and object of the Corporation. The Corporation shall not in any way be political, support political parties, lobby for any causes, or any other like or similar activity. The Corporation may make gifts of funds to bona fide charitable organizations, make gifts or set up trusts for fallen and injured firefighters and paramedics, may schedule educational seminars for the community, may make gifts to the community so long as the

gifts further the charitable purpose of the organization, may reduce the burden on the local government through charitable donation of firefighting equipment.

This Corporation shall be further be organized to own and hold real and personal property for the benefit of the members of the Professional Fire Fighters and Paramedics of St. Lucie County, Local 1377, IAFF ("Local 1377") which is affiliated with The Professional Fire Fighters & Paramedics of St. Lucie County, and to own and hold any buildings erected on said real property which may be erected for the purpose of establishing a home and meeting place for the members of Local 1377 to carry on and conduct their activities and undertakings for the benefit of the members of Local 1377. The Corporation may encumber, convey or sell such real or personal property, or do any and all things as may be deemed proper, necessary or expedient in carrying out the purposes of the Corporation.

The general nature of business to be transacted by the Corporation shall be any or all lawful business which non-profit corporations incorporated under Chapter 617 of the Florida Statutes may transact that are in furtherance of the educational, charitable, fraternal, civic and social purposes of this Corporation and further to engage in any lawful act, activity or business permitted under the laws of the United States of America and of the State of Florida that are in furtherance of the educational, charitable, fraternal, civic and social purposes of this Corporation.

Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE III- MEMBERSHIP

Any and all active firefighters who are members in good standing of Local 1377 shall be considered to be members of this Corporation. Honorary membership in this Corporation may be granted by unanimous vote of the directors to individuals/organizations that have been of service to the organization. Attendance at organizational functions by honorary members shall be by invitation only. No honorary member shall enjoy benefits of voting privileges and is not eligible for elected positions.

No member of this Corporation who shall cease to be a member for any reason, shall be deemed to have acquired or continue to hold or maintain any right, claim or interest in and to the said Corporation or any of the property, either real or personal, tangible or intangible, or otherwise acquired by this Corporation by virtue of his membership in said Corporation.

ARTICLE IV- EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V- ORIGINAL INCORPORATORS

No Amendment to original Articles of Incorporation.

ARTICLE VI- BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors, which shall consist of the five (5) primary officers of the Professional Firefighters and Paramedics of St. Lucie County, Local 1377, IAFF. This number may be increased from time to time in accordance with the Corporation's Bylaws, but shall never be less than three (3). This Corporation shall not have elections and the Board of Directors of the Corporation shall always mirror the primary officers of Local 1377. The primary officers of Local 1377 are elected by majority vote of its membership.

Upon the election of new primary officers of Local 1377, the directors of this Corporation shall step down and the new primary officers shall automatically succeed to the Board of Directors. Should a director fail to abdicate his or her directorship, then the President of Local 1377 is authorized to take any action deemed necessary to remove the director from his or her position, including seeking relief in a court of competent jurisdiction. In the event the President of Local 1377 fails to abdicate his or her directorship, then the remaining primary officers shall have full authority to act to effectuate his or her removal as provided herein.

The Board of Directors shall be authorized and empowered to designate officers and other clerical appointments for such periods of time and with such powers and duties as the Board of Directors may from time determine is necessary in furtherance of the purposes of the Corporation.

ARTICLE VII- AMENDMENTS TO ARTICLES

The Articles of Incorporation may be altered, amended, or rescinded at any time, in whole, or in part in accordance with the Corporation's Bylaws.

ARTICLE VIII- BYLAWS

The Corporation shall establish Bylaws which shall be adopted at a Special Meeting of the Board of Directors to be held as soon as practical after the adoption of these Articles. Thereafter, the Corporation's Bylaws may be altered, amended, or rescinded at any time, in whole, or in part in accordance with said Bylaws.

ARTICLE IX- INDEMNIFICATION

The Corporation shall indemnify its directors, officers, and agents to the fullest extent permitted by law.

ARTICLE X- REGISTERED AGENT AND STREET ADDRESS

The street address of the Corporation's registered office is: 3214 South U.S. Highway 1, Suite 1, Fort Pierce, Florida, 34982.

The initial registered agent for the Corporation at that address is: Steven Kozac.

ARTICLE XI- NO DISTRIBUTION OF EARNINGS

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 II herein.

Notwithstanding any other provision of this document, the Corporation 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.

ARTICLE XII- 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 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 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.

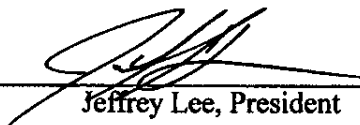
ARTICLE XIII- EFFECTIVE DATE

The effective date of the Articles of Amendment is: February 10, 2011.

ARTICLE XIV- ADOPTION OF ARTICLES OF AMENDMENT

The Articles of Amendment were adopted on February 10, 2011. The amendments were adopted by the members and the number of votes cast for the amendments was sufficient for approval. The amendments were approved by majority vote of the Board of Directors. Any and all notice requirements to the Secretary or proposals to the President were timely waived.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as an authorized signatory of The St. Lucie County Fire Fighters Benevolent Association, Inc.

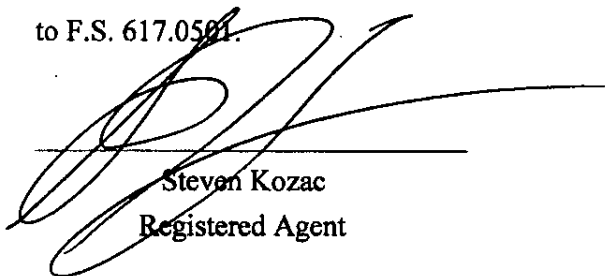


Jeffrey Lee, President

2-10-11
Date

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for THE ST. LUCIE COUNTY FIRE FIGHTERS BENEVOLENT ASSOCIATION, INC., at the place designated in the Articles of Amendment, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 617.0501.



Steven Kozac
Registered Agent

2-10-11
Date