

N99000007648



ACCOUNT NO. : 072100000032
REFERENCE : 581900 9725B
AUTHORIZATION : *Patricia Pizut*
COST LIMIT : \$ 43.75

FILED
00 FEB -9 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 9, 2000

ORDER TIME : 11:33 AM

ORDER NO. : 581900-005

CUSTOMER NO: 9725B

400003129604--5

CUSTOMER: Ms. Jeanne L. Seewald
Roetzel & Andress
Trainon Centre, Third Floor
850 Park Shore Drive
Naples, FL 34103

DOMESTIC AMENDMENT FILING

NAME: MARCO ISLAND COUNTRY CLUB
CHARITABLE FOUNDATION, INC.

EFFICTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RECEIVED
00 FEB -9 PM 12:19
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Restated + M.C.
G. COULLETTE FEB 09 2000

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS: _____

FILE 187

FILED
00 FEB -9 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF RESTATEMENT OF
ARTICLES OF INCORPORATION
OF**

**MARCO ISLAND COUNTRY CLUB CHARITABLE FOUNDATION, INC.
a Florida not for profit corporation**

Pursuant to the provisions of 617.1001-1007, Florida Statutes, Marco Island Country Club Charitable Foundation, Inc., a not for profit corporation organized and existing under the laws of the State of Florida, under certificate number N99000007648 filed in the office of the Secretary of State on December 29, 1999, hereby amends and restates its Articles of Incorporation as follows:

FIRST: The name of the corporation is being amended to Island Country Club Charitable Foundation, Inc.

SECOND: Attached hereto as Exhibit "A" is a copy of the Amended and Restated Articles of Incorporation of Island Country Club Charitable Foundation, Inc.

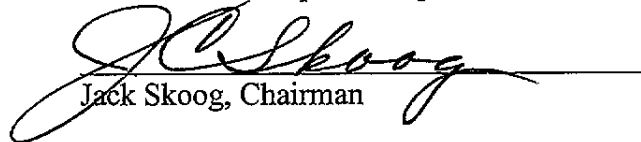
THIRD: The Amended and Restated Articles of Incorporation contain amendments to the Articles of Incorporation which require approval by the board of directors of the Corporation.

FOURTH: The Amended and Restated Articles of Incorporation were adopted and approved by unanimous vote of the board of directors of the Corporation on January 24, 2000. There are no members or members entitled to vote on the Amended and Restated Articles of Incorporation.

FIFTH: The Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

Executed this 31st day of January, 2000.

**ISLAND COUNTRY CLUB
CHARITABLE FOUNDATION, INC.**
a Florida not for profit corporation


Jack Scoog, Chairman

STATE OF FLORIDA)
)
COUNTY OF COLLIER)

BEFORE ME, the undersigned authority, personally appeared JACK SKOOG, Chairman of the Board of Directors of Island Country Club Charitable Foundation, Inc., and he acknowledged that he executed the foregoing Certificate of Restatement for the uses and purposes therein expressed. JACK SKOOG is (X) personally known to me or () presented his driver's license as identification.

WITNESS my hand and seal this 31st day of Jan, 2000.

Paul L. Etheredge
Notary Public

My Commission expires 10-19-2002

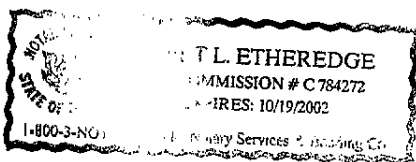


EXHIBIT A
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

ISLAND COUNTRY CLUB CHARITABLE FOUNDATION, INC.
a Florida not for profit corporation

For the purpose of operating a not for profit corporation under the Florida Not For Profit Corporation Act, the following Amended and Restated Articles of Incorporation are hereby adopted:

ARTICLE I

CORPORATE NAME

The name of the not for profit corporation is Island Country Club Charitable Foundation, Inc. (the "Corporation").

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be 500 Nassau Court, Marco Island, Florida 34145.

ARTICLE III

PURPOSE

The Corporation is a not for profit corporation. The purpose for which the Corporation is organized is to operate exclusively for charitable purposes which will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any subsequent federal tax laws.

ARTICLE IV

MANNER OF ELECTION OF DIRECTORS

The powers of the Corporation shall be exercised, its property controlled and its affairs conducted by a board of directors. The number of directors of the Corporation shall be five (5), the initial directors of which are as follows: Jack Skoog, 2000 Royal Marco Way, Penthouse A, Marco Island, Florida 34145; George Thomazin, 1401 Forrest Court, Marco Island, Florida 34145; Wesley Blackwell, 870 S. Collier Blvd., PH B, Marco Island, Florida 34145; John V. Hoey, III, 1100 S. Collier Blvd, #1525, Marco Island, Florida 34145; and William Roth, 336 Seabreeze Drive, Marco Island, Florida 34145. The number of members of the board of directors of the Corporation may be increased or decreased from time to time in accordance with bylaws adopted by the directors, but shall never be less than three (3) directors. The initial directors shall hold office until the first annual meeting of the corporation or until successors are elected or qualified. The directors shall be elected by vote of the members of the Corporation. The directors of the Corporation shall have no right, title or interest in its income, property or assets, nor shall any portion of its income, property or assets be distributed to any director on the dissolution or winding up of this Corporation. Directors of the Corporation shall not be personally liable for the debts, liabilities or obligations of the Corporation, and shall not be subject to any assessments.

ARTICLE V

MEMBERS

The Corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting and other rights and privileges of members shall be set forth in the bylaws of the Corporation. The members shall elect the board of directors by majority vote of the members. The board of directors shall have sole voting power on all other corporate matters. The members of the Corporation shall have no right, title or interest in its income, property or assets, nor shall any portion of its income, property or assets be distributed to any member on the dissolution or winding up of this Corporation. Members of the Corporation shall not be personally liable for the debts, liabilities or obligations of the Corporation, and shall not be subject to any assessments.

ARTICLE VI

INITIAL REGISTERED AGENT AND STREET ADDRESS

The initial registered agent of the Corporation shall be Michael W. McArdle, Esq., Roetzel & Andress, 850 Park Shore Drive, Naples, Florida 34103.

ARTICLE VII

INDEMNIFICATION

The Corporation shall indemnify any officer, director and/or member, or any former officer, director and/or member, to the full extent of the law.

ARTICLE VIII

DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of, or be distributed to, any director, officer or member, or to the benefit of any private individual, 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. This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this 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.

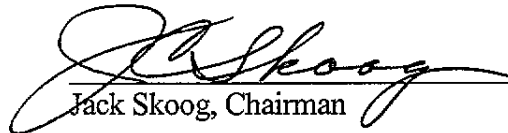
ARTICLE IX

DISTRIBUTION OF ASSETS

On the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, the undersigned chairman of the board of directors of this Corporation has executed these Amended and Restated Articles of Incorporation this 31st day of January, 2000.

**ISLAND COUNTRY CLUB
CHARITABLE FOUNDATION, INC.**
a Florida not for profit corporation

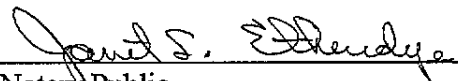


Jack Skoog, Chairman

STATE OF FLORIDA }
 }
COUNTY OF COLLIER }

BEFORE ME, the undersigned authority, personally appeared JACK SKOOG, Chairman of the Board of Directors of Island Country Club Charitable Foundation, Inc., and he acknowledged that he executed the foregoing Amended and Restated Articles of Incorporation for the uses and purposes therein expressed. JACK SKOOG is (X) personally known to me or () presented his driver's license as identification.

WITNESS my hand and seal this 31st day of January 2000.



Notary Public
My Commission expires 10-19-2002

