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July 14, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-07/19/99--01043--003
*****35.00 *****35.00

Re: **Boys & Girls Clubs of Central Florida, Inc.**

Dear Sir or Madam:

Enclosed please find the following in the above referenced matter:

1. Check made payable to the Florida Secretary of State in the amount of \$35.00.
2. Original Articles of Amendment to Articles of Incorporation of Boys & Girls Clubs of Central Florida, Inc.

Please file these Article of Amendment and return to me confirmation of same. Should you have any questions regarding the foregoing please feel free to give me a call.

Very truly yours,

Casey M. Cavanaugh

CMC/ab
Enclosures

Mr. Cavanaugh GAVE

AUTHORIZATION BY PHONE TO
add no
CORRECT members statement

DATE T. LEWIS
DOC. EXAM JUL 23 1999

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T. LEWIS JUL 23 1999

FILED
99 JUL 19 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BOYS & GIRLS CLUBS OF CENTRAL FLORIDA, INC.**

FILED
99 JUL 19 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 617.1002 and 617.1006 of the Florida Statutes (1997), the Articles of Incorporation of **BOYS & GIRLS CLUBS OF CENTRAL FLORIDA, INC.**, a Florida not-for-profit corporation (the "Corporation"), are hereby amended as follows:

1. The name of the Corporation is **BOYS & GIRLS CLUBS OF CENTRAL FLORIDA, INC.**

2. Article II of said Articles of Incorporation is amended by deleting the prior Article II in its entirety and substituting the text of the following provision in lieu thereof:

The purposes of the Corporation shall be to provide behavioral prudence, and to promote the health and the social, educational, vocational and character development of boys and girls as well as to develop in those youthful persons a sense of belonging, a sense of competency, a sense of usefulness and a sense of one's own power of self-control. The purposes of the Corporation also shall be to provide to boys and girls programs in family life education, enhancement of educational opportunities and prevention of alcohol and drug abuse. All of the above purposes of the Corporation shall be completed within the purview of Section 501(c) (3) of the Internal Revenue Code.

In the furtherance of the purposes hereinafter set forth, the Corporation may enter into any contract with any person, corporation, county, state or government, and may also borrow or raise money by notes, or otherwise, and secure such indebtedness by mortgage or pledge.

The Corporation may also, in the furtherance of its objectives, accept gifts, bequest, contributions of money, and in general carry on any activities in connection with the purposes and objects as set forth herein, all of which purposes are to be carried out not-for-profit.

3. Article III of said Articles of Incorporation is amended by deleting the prior Article III in its entirety and substituting the text of the following provision in lieu thereof:

The members of the Board of Directors shall constitute and be the sole members of the Corporation.

4. Article VI of said Articles of Incorporation is amended by deleting the prior Articles VI in its entirety and substituting the text of the following provision in lieu thereof:

The business and affairs of the Corporation shall be governed by its Board of Directors which shall consist of not less than fifteen (15) nor more than seventy-five (75) Directors to be established by the Board by a two-thirds (2/3rds) vote of the Board present at a duly held meeting. The members of the Board of Directors shall be nominated by the Nominating Committee, and shall be elected by the Board of Directors at the annual or special meeting of the Board for a term of three (3) years or thereafter until a successor shall be elected and qualified. Notwithstanding this section, the initial Board of Directors under this Amendment shall have initial terms as follows: one third (1/3rd) shall serve for an initial term of one (1) year; one third (1/3rd) shall serve for an initial term of two (2) years; one third (1/3rd) shall serve for an initial term of three (3) years. The members of the Board of Directors shall serve without pay. They need not be residents of the State of Florida, but must be in sympathy with the purposes of this Corporation. The members of the Board of Directors present at a duly held meeting shall constitute a quorum. Except as otherwise required by law, any Director may be removed from membership by a two-thirds (2/3rds) vote of the Executive Committee cast at any meeting or at any special meeting of the Executive Committee called for that purpose. Any vacancy occurring on the Board of Directors, including any vacancy created by reason of an increase in the number of Directors, may be filled by a majority vote of the members of the Executive Committee at a regular meeting of the Executive Committee or a Special Meeting called for that purpose. A Director elected to fill a vacancy shall hold office until the next election of Directors. Meetings of the Board of Directors shall be held at such times at the principal office or place of business of the Corporation or at such other suitable place as may be designated by the Executive Committee.

5. Article VII of said Articles of Incorporation is amended by deleting the prior Article VII in its entirety and substituting the text of the following provisions in lieu thereof:

The officers of the Corporation shall be the Chairman, Vice-Chairman(s), Secretary, and Treasurer, who shall be elected annually according to the terms of the Bylaws of the Corporation.

6. Article VIII of said Articles of Incorporation is amended by deleting the prior Article VIII in its entirety and substituting the text of the following provisions in lieu thereof:

There shall be an Executive Committee composed of members selected by the Board of Directors in conformity with the Bylaws. The Board of Directors shall have the power at any time to change the number of members of the Executive Committee [which shall never be less than eight (8)] to fill vacancies thereon, to remove any member thereof, to change its function, or terminate the existence thereof. During the intervals between meetings of the Board of Directors, and subject to such limitations as may be provided by law, these Bylaws, or by resolution of the Board of Directors, the Executive Committee shall have any may exercise all the authority

of the Board of Directors in the management of the Corporation. A majority of those members of the Executive Committee present shall constitute a quorum for the transaction of business and the act of the majority of the members present at such meeting shall be the act of the Executive Committee.

7. Article IX of said Articles of Incorporation is amended by deleting the prior Article IX in its entirety and substituting the text of the following provision in lieu thereof:

There may be a Board of Trustees comprising a membership to be designated by the Board of Directors including a designated Chairman of the Board of Trustees. The Board of Trustees shall individually and collectively be responsible for the enhancement of the programs and operation of the Corporation through the coordination and organization of periodic fund drives and capital producing activities. The Board of Trustees shall act at the pleasure and under the control of the Board of Directors.

8. Article X of said Articles of Incorporation is amended by deleting the prior Article X in its entirety and substituting the text of the following provision in lieu thereof:

The Board of Directors may appoint a President/Chief Operating Officer who shall manage the day to day affairs of the Corporation. The President/Chief Operating Officer shall serve until resignation or removal by a majority vote of the Board of Directors. The President/Chief Operating Officer shall consult with and advise the officers, the Executive Committee and the Board of Directors in its management of the affairs of the Corporation and the President/Chief Operating Officer shall have and may exercise, to the extent authorized by resolution of the Executive Committee or the Board of Directors, such powers as can be lawfully delegated to an executive officer.

9. Article XIII of said Articles of Incorporation is amended by deleting the prior Article XIII in its entirety and substituting the text of the following provision in lieu thereof:

The Bylaws of the Corporation are to be made, altered, and rescinded by an affirmative vote of two-thirds (2/3rds) of the members of the Board of Directors voting.

10. Article XIV of said Articles of Incorporation is amended by deleting the prior Article XIV in its entirety and substituting the text of the following provision in lieu thereof:

In order to amend these Articles of Incorporation the proposed amendment must be in writing and mailed to each member of the Board of Directors at least five (5) days before being acted upon and must be adopted by a two-thirds (2/3rds) majority of the members of the Board of Directors voting.

11. Article XV of said Articles of Incorporation is amended by deleting the prior Article XV in its entirety and substituting the text of the following provision in lieu thereof:

Section 1 - In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c) and 170(c)(2) of the Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

Section 2 - The corporation is one which does not contemplate pecuniary gain or profit to the members thereof and is organized for nonprofit purposes, and no part of any of the net earnings thereof shall inure to the benefit of any member or other individual.

The foregoing amendment to the Articles of Incorporation was adopted by the Directors of the Corporation by affirmative vote of at least two-thirds (2/3rds) of the members of the Board of Directors voting on such amendment on October 28, 1998.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed and attested to by its duly authorized officers and its corporate seal affixed as of the day of November 23, 1998. There are no members entitled to vote on the amendment, other than the members of the Board of Directors.
[Corporate Seal]

**BOYS & GIRLS CLUBS OF
CENTRAL FLORIDA, INC.,** a
Florida not-for-profit corporation

By: Gary W. Cain
Gary Cain, President

ATTEST: Jacqueline L. Bradley
SECRETARY

STATE OF FLORIDA)
) SS:
COUNTY OF Orange)

On this day 23 of November, 1998, before me personally appeared **GARY CAIN**, to me personally known, who, being by me duly sworn, did depose and say that he resides at 1812 E Cheryl Dr., Winter Park and is President of **BOYS & GIRLS CLUBS OF CENTRAL FLORIDA, INC.**, a Florida not-for-profit corporation, the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation and that he signed his name thereto by like order.



Pamela S. Brandstadt
MY COMMISSION # CC784230 EXPIRES
October 19, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

Pamela S. Brandstadt
Notary Public