

704396

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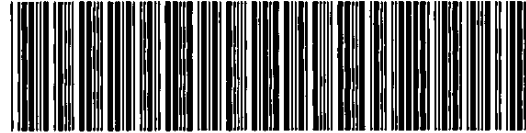
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STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

07 SEP 20 PM 3:49

RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 SEP 20 PM 3:57

FILED

Amend

C. Couffette SEP 20 2007

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Florida Bankers Educational Foundation (FBEF)

DOCUMENT NUMBER: 704396

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Letty Newton

(Name of Contact Person)

Florida Bankers Educational Foundation (FBEF)

(Firm/ Company)

1001 Thomasville Road, Suite 201

(Address)

Tallahassee, FL 32303

(City/ State and Zip Code)

For further information concerning this matter, please call:

Letty Newton, Director

(Name of Contact Person)

at (850) 224-2265, ext. 139

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee & Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

FLORIDA BANKERS EDUCATIONAL FUND
(Present Name)

704396

(Document Number of Corporation (If known))

FILED
07 SEP 20 PM 3:58
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted:

Article I is deleted in its entirety and the following new Article I is substituted therefore:

ARTICLE I. NAME

The name of this Corporation shall be FLORIDA BANKERS EDUCATIONAL FOUNDATION.

Article II is deleted in its entirety and the following new Article II is substituted therefore:

ARTICLE II. PURPOSE(S)

The purpose for which the Corporation is organized is exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Subject to the foregoing purpose, the Corporation will operate exclusively to carry out the charitable purposes of the Florida Bankers Association.

Article III is deleted in its entirety.

Article V is deleted in its entirety.

Article VI is deleted in its entirety and the following new Article VI is substituted therefore:

ARTICLE VI. MANNER OF ELECTION OF BOARD OF TRUSTEES

The manner in which the Board of Trustees are elected or appointed is set forth in the By Laws.

Article VII is deleted in its entirety and the following new Article VII is substituted therefore:

ARTICLE VII. INDEMNIFICATION

To the full extent provided or permitted by law, the Corporation shall indemnify each Trustee and officer elected or appointed by the members of the Corporation, in consideration of his services, whether then in office or not, against any claim asserted or proceeding brought against him, and for the reasonable costs and expenses incurred by him in connection with the defense of or for advice concerning any such claims or proceeding brought against him, by reason of his being or having been a Trustee or officer of the Corporation or any subdivision thereof, or by reason of any act or omission to act as such Trustee or officer, provided that, in the performance of his duties as to the matter or matters in respect of which such claim is asserted or proceeding brought, he shall have acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The foregoing right of indemnification shall not be exclusive of any other rights to which any trustee or officer may be entitled by law.

The Bylaws may provide for further powers of indemnification by the Corporation of any person who was or is a trustee, officer or employee of the Corporation or any subdivision thereof, or who was or is serving at the request of the Corporation as a trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise; and in the event that the Bylaws make such provision, the Corporation shall, in the manner and to the full extent provided in the Bylaws, indemnify each and every such person.

Article VIII is deleted in its entirety.

Article IX is deleted in its entirety.

Article X is deleted in its entirety and the following new Article X is substituted therefore:

ARTICLE X. AMENDMENTS

The manner in which amendments to the Charter or Articles of Incorporation are made as set forth in the Bylaws.

Article XI is deleted in its entirety and the following new Article XI is substituted therefore:

ARTICLE XI. CHARITABLE ORGANIZATION PROVISIONS

Notwithstanding any powers granted to the Corporation by its Articles, Bylaws or by the laws of the State of Florida, the following limitations of power shall apply:

a. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, 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 of 1986, as amended ("Code").

b. 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 the services rendered and to make payments and distributions in furtherance of purposes set forth in the purpose clause hereof. 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 publishing or distribution of statements) any political campaign on behalf of (or in opposition to) 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 (i) by an organization exempt from federal income tax under Code Section 501(c)(3); or (ii) by an organization contributions to which are deductible under Code Section 170(c)(2).

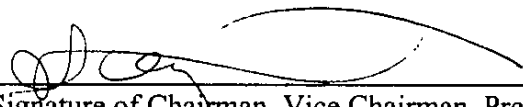
c. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by the court having jurisdiction over the Corporation, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

SECOND: The date of adoption of the amendment(s) was: 3/14/07

THIRD: Adoption of Amendment (CHECK ONE):

- The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

[Signatures on next page.]



Signature of Chairman, Vice Chairman, President and other officer

SUSANNE E. CAPODANNO

Typed or printed name

Chairman April 30, 2007

Title Date

Adopted by the Board of Trustees on March 14, 2007

COMPOSITE AMENDED
ARTICLES OF INCORPORATION
OF
FLORIDA BANKERS EDUCATIONAL FOUNDATION

The undersigned incorporators hereby associate themselves together for the purpose of forming a corporation not for profit under the provisions of Chapter 617 of the Laws of the State of Florida, and do hereby adopt the following Articles of Incorporation as the Charter of such Association:

ARTICLE I
NAME, PRINCIPAL AND REGISTERED OFFICE
AND REGISTERED AGENT

The name of this Corporation shall be FLORIDA BANKERS EDUCATIONAL FOUNDATION.

ARTICLE II
PURPOSE(S)

The purpose for which the Corporation is organized is exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Subject to the foregoing purpose, the Corporation will operate exclusively to carry out the charitable purposes of the Florida Bankers Association.

ARTICLE III
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE IV
MANNER OF ELECTION OF TRUSTEES

The manner in which the Trustees are elected or appointed is set forth in the Bylaws.

ARTICLE V
INDEMNIFICATION

To the full extent provided or permitted by law, the Corporation shall indemnify each Trustee and officer elected or appointed by the Members of the Corporation, in consideration of his services, whether then in office or not, against any claim asserted or proceeding brought against him, and for the reasonable costs and expenses incurred by him in connection with the defense of or for advice concerning any such claims or proceeding brought against him, by reason of his being or having been a Trustee or officer of the Corporation or any subdivision thereof, or by reason of any act or omission to act as such Trustee or officer, provided that, in the performance of his duties as to the matter or matters in respect of which such claim is asserted or proceeding brought, he shall have acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The foregoing right of indemnification shall not be exclusive of any other rights to which any Trustee or officer may be entitled by law.

The Bylaws may provide for further powers of indemnification by the Corporation of any person who was or is a Trustee, officer or employee of the Corporation or any subdivision thereof, or who was or is serving at the request of the Corporation as a Trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise; and in the event that the Bylaws make such provision, the Corporation shall, in the manner and to the full extent provided in the Bylaws, indemnify each and every such person.

ARTICLE VI
AMENDMENTS

The manner in which amendments to the Charter or Articles of Incorporation are made is set forth in the Bylaws.

ARTICLE VII
CHARITABLE ORGANIZATIONS PROVISIONS

Notwithstanding any powers granted to the Corporation by its Articles, Bylaws or by the laws of the State of Florida, the following limitations of power shall apply:

a. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, 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 of 1986, as amended ("Code").

b. 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 the services rendered and to make payments and distributions in furtherance of purposes set forth in the purpose clause hereof. 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 publishing or distribution of statements) any political campaign on behalf of (or in opposition to) 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 (i) by an organization exempt from federal income tax under Code Section 501(c)(3); or (ii) by an organization contributions to which are deductible under Code Section 170(c)(2).

c. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by the court having jurisdiction over the Corporation, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Adopted by the Board of Trustees on March 14, 2007


J. CARDALINO,
CHAIRMAN