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September 5, 2000

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: Naples Sailing and Yacht Club, Inc.

Gentlemen:

Enclosed herein please find an original and one copy of the the Articles of Amendment with respect to the above captioned corporation, along with a check in the amount of \$43.75 representing the fee filing and the certified copy fee.

Please return the certified copy to the undersigned as soon as possible.

If you have any questions, please feel free to contact the undersigned.

Very truly yours,

BOND, SCHOENECK & KING, P.A.

Anthony J. Catalano

AJC:mjs
Enclosures

Amend
9-26-00
BJS

FILED
00 SEP 14 AM 8:48
TALLAHASSEE, FLORIDA

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**Articles of Amendment to the
Articles of Incorporation of
Naples Sailing and Yacht Club, Inc** CORPORATED

FILED
00 SEP 14 AM 8:48
TALLAHASSEE, FLORIDA

Pursuant to the provision of Section 617.1006, Florida Statutes, the undersigned Florida not-for-profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST

1. Articles III and VI of the Articles of Incorporation are revoked and in lieu thereof the following articles are inserted:

Article III

Membership in this organization and manner of admission shall be set out in the By-Laws and shall be limited to persons eighteen years of age or older who are interested in the purposes set forth in Article II hereof. Eligibility and qualifications to hold office shall be set forth in the By-Laws.

Article VI

The affairs of this Corporation shall be conducted by an Executive Board consisting of the officers and directors. The Executive Board shall consist of no fewer than five (5) nor more than eighteen (18) persons. The Executive Board shall consist of three (3) Flag Officers (Commodore, Vice Commodore and Rear Commodore) and no less than two (2) nor more than fifteen (15) Directors. The Flag Officers shall each serve for a term of one (1) year and each Director shall serve for a term of three (3) years, or until new Officers and /or Directors are elected and qualified. The Directors shall be divided into classes as shall be set forth in the By-Laws. On the day of each Election, as set forth in the By-Laws, there shall be elected by the Regular Members of the Club, by secret ballot, one (1) person to be Rear Commodore, and no less than two (2) nor more than fifteen (15) persons who shall serve as Directors. The candidate for Rear Commodore must have served as a member of the Executive Board. The person who is elected to serve in this position, will in successive years move to Vice Commodore and then to Commodore. There may be other Appointed Officers as the Commodore, with the approval of the Executive Board, may from time to time determine necessary for the operation of the corporation.

SECOND

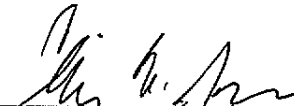
The Executive Board approved the above changes to the Articles of Incorporation on February 17, 2000.

THIRD

These changes to the Articles of Incorporation were approved by the favorable vote of 98.6% of the regular members of the Naples Sailing & Yacht Club voting in person or by proxy on March 31, 2000. (214 for adoption and 3 against adoption.)

DATED June 2, 2000

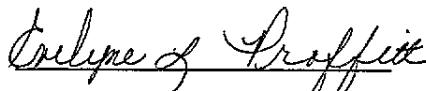
Naples Sailing and Yacht Club, Inc incorporated

By: 
Clinton W. Snyder, Commodore

STATE OF FLORIDA

COUNTY OF COLLIER

The forgoing instrument was acknowledged before me this 2 day of June, 2000, by Clinton W. Snyder, Commodore of Naples Sailing, and Yacht Club, Inc., a Florida not-for-profit corporation, who is personally known to me.



Printed Name
Notary Public

EVELYNE L. PROFFITT

