

Division of Corporations

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DIVISION OF CORPORATIONS

**COR AMND/RESTATE/CORRECT OR O/D RESIS****OPTIMIST CLUB OF FORT MYERS, FLORIDA, INC.**

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**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
OPTIMIST CLUB OF FORT MYERS, FLORIDA, INC.**

Optimist Club of Fort Myers, Florida, Inc., a Florida corporation not-for-profit (the "Corporation"), organized and existing under the laws of the State of Florida, filed on September 24, 1965, hereby certifies as follows:

Pursuant to the unanimous written action of all of the Directors of the Corporation, in lieu of a special meeting, the following resolution was adopted as of the 5<sup>th</sup> day of February 2007, amending the Articles of Incorporation:

RESOLVED, that Article II of the Articles of Incorporation filed with the Secretary of State of the State of Florida be amended as hereinafter set forth:

**"ARTICLE II. PURPOSES**

Section 1. *The general nature of the objects and purposes of this Corporation shall be: to work with youth and provide them with money and such other service and assistance as shall from time to time seem mete and proper, both for themselves and the community.*

Section 2. The Corporation is organized exclusively for charitable and educational purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect on or as may which the Corporation is organized and will be operated to include, but are not limited to, promoting an active interest in good government and civic affairs, inspiring respect for law, promoting patriotism and working for international accord and *friendship among all people, and aiding and encouraging the development of youth.* Nothing herein shall be construed to give the Corporation any purpose that is not permitted under Section 501(c)(3) of the Code and the laws of the State of Florida and Florida Business Corporation Act (the "Act"). In furtherance of its permitted purposes, the Corporation may exercise any, all and every lawful power or activity which a corporation organized under the Act may exercise or transact.

Section 3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its directors, 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 to qualified persons (other than its directors, officers, and employees or their immediate families) in furtherance of the purposes set*

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forth herein. 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 these Articles, the 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 Code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code."

RESOLVED, that Article XI of the Articles of Incorporation filed with the Secretary of State of the State of Florida be amended as hereinafter set forth:

**"ARTICLE XI. DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine."

The Amendment was adopted by the members and the number of votes cast for the Amendment was sufficient for approval.

WHEREUPON, at Fort Myers, Florida this 5<sup>th</sup> day of February 2007, the Corporation hereby certifies accordingly, under its corporate seal and the hand of its Vice President and the adoption of this Amendment by the Board of Directors, so that, on the filing hereof, the Articles of Incorporation shall be deemed amended accordingly.

Optimist Club of Fort Myers, Florida, Inc.,  
a Florida corporation not-for-profit

  
John B. Fassett, Vice President