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FILED  
97 OCT 29 PM 3:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

October 28, 1997

VIA: COURIER

Division of Corporations  
Department of State  
409 East Gaines Street  
Post Office Box 6327  
Tallahassee, Florida 32314

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-10/29/97--01078--017  
\*\*\*\*\*96.25 \*\*\*\*\*96.25

Subject: Central Florida Young Men's Christian Association

Dear Sir or Madam:

Enclosed please find the original and one photocopy of Amended And Restated Articles of Incorporation in connection with the above-referenced corporation, together with our check in the amount of \$96.25 in payment of the following: (a) \$35.00 - filing fee; (b) \$52.50 - certified copy; and (c) \$8.75 - Certificate of Status.

Please date-stamp the photocopy with the filing information and return it to our courier, together with the certified copy and Certificate of Status, for forwarding to our office.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,

*Marlis J. Spear*

Mrs. Marlis J. Spear  
Legal Assistant

/mjs

Enclosures

cc: Jay Van Heyde, Esq.

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RECEIVED  
OCT 29 PM 12:06  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

AM + Rest  
CRC 10/29

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF

CENTRAL FLORIDA YOUNG MEN'S CHRISTIAN ASSOCIATION

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 617 of the Florida Statutes and the Corporation's existing Articles of Incorporation, the undersigned Chairman and President of the Corporation hereby certify the following:

FIRST: The name of the Corporation is CENTRAL FLORIDA YOUNG MEN'S CHRISTIAN ASSOCIATION.

SECOND: The requisite majority of the Board of Directors of the Corporation and the requisite majority of the Corporate Members of the Corporation duly adopted this amendment and restatement. Such action was taken at duly noticed meetings of the Board of Directors and of the Corporate Members, each of which was held on October 28, 1997.

THIRD: The text of the Amended and Restated Articles of Incorporation of the Corporation are as follows:

ARTICLE I

Name and Address

The name of the Corporation shall be CENTRAL FLORIDA YOUNG MEN'S CHRISTIAN ASSOCIATION, INC. The principal office and mailing address is 433 North Mills Avenue, Orlando, Florida 32803.

ARTICLE II

Corporate Purposes, Powers and Rights

The Corporation is organized and shall be operated exclusively for religious, charitable and educational purposes to help develop Christian values and to improve the quality of life in Central Florida by involving individuals and families in programs that develop spirit, mind and body.

The purposes of the Corporation shall be furthered by:

- (1) Emphasizing Christian values and teachings that build the

moral courage, understanding and compassion necessary for a healthy society.

(2) Working together as an association of members toward individual growth in spirit, mind and body through the development of Christian values, self-esteem, and a sense of community.

(3) Offering educational opportunities for the people of Central Florida to learn about each other and the environment in which they live.

(4) Providing and maintaining facilities for improving health and physical fitness.

The Corporation shall welcome and encourage all people to use its resources and programs regardless of their personal characteristics or their beliefs.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the Florida Not For Profit Corporation Act upon non-profit corporations, including, but without limitation thereon, the right and power to receive gifts, bequests and contributions in any form, to collect dues and to use, apply, invest and reinvest the principal and/or income therefrom and to distribute or expend the same for the above purposes.

### ARTICLE III

#### No Personal Benefit

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, officers, directors 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 in furtherance of the purposes set forth in Article II hereof.

### ARTICLE IV

#### Prohibited Acts

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, any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions in these Articles, the Corporation shall not carry on activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, and contributions to which are deductible under Sections 170(c)(2), 2055(a) and 2522(a) of the Code, or the corresponding provisions of any future federal tax laws.

## ARTICLE V

### Duration of the Corporation

The Corporation shall exist perpetually unless dissolved according to law.

## ARTICLE VI

### Distribution of Assets Upon Dissolution

Upon the dissolution of the Corporation, after discharging or making provision for discharging its liabilities, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws.

## ARTICLE VII

### Members

The qualifications for members and the manner of their admission shall be set forth in the Bylaws of the Corporation.

## ARTICLE VIII

### Registered Office and Registered Agent

The street address of the registered office of the Corporation in the State of Florida shall be 433 North Mills Avenue, Orlando, Florida 32803. The name of the registered agent of the Corporation at the registered office is James W. Ferber.

## ARTICLE IX

### Directors

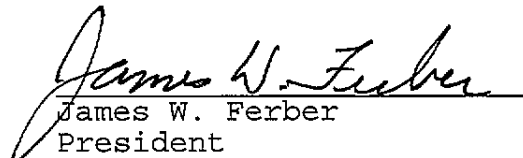
The Board of Directors shall be elected at the annual meeting of the Corporation in the manner set forth in the Bylaws. The number of directors, as well as their terms and qualifications, also shall be set forth in the Bylaws.

ARTICLE X

Amendment

Amendments to the Articles of Incorporation of the Corporation shall be adopted by the Board of Directors of the Corporation by a majority of the Board of Directors present at a meeting called for that purpose.

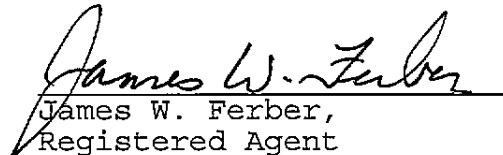
Executed this 28th day of October, 1997.

  
James W. Ferber  
President

  
Steve Miller  
Chairman

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

  
James W. Ferber,  
Registered Agent

Date: 10/27/97