

Jun. 23. 2011 2:43PM  
Division of Corporations

Grimes Goebel

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Florida Department of State  
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MANATEE COUNTY FAMILY YOUNG MEN'S CHRISTIAN ASSOCIAT

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF

MANATEE COUNTY FAMILY YOUNG MEN'S CHRISTIAN ASSOCIATION, INC.

A Corporation Not for Profit

Pursuant to the provisions of Section 617.1007, Florida Statutes, the undersigned as the Secretary of Manatee County Family Young Men's Christian Association, Inc., hereby certifies that the Articles of Incorporation originally filed with the Secretary of State on September 25, 1975, shall be amended by these Amended and Restated Articles of Incorporation provided for herein, which were adopted by the Board of Directors on the 23 day of June, 2011, and the number of votes cast for these amendments was sufficient for approval. The Amended and Restated Articles of Incorporation does not contain any amendments requiring member approval.

ARTICLE I. NAME

The name of this Corporation is MANATEE COUNTY FAMILY YOUNG MEN'S CHRISTIAN ASSOCIATION, INC.

ARTICLE II. PURPOSES

The purpose for which the Corporation is organized is to develop, establish, and administer a Young Men's Christian Association for Manatee County, Florida.

The Corporation shall be operated exclusively for those purposes allowed for an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may hereafter be amended, and allowed under Chapter 617 and other applicable provisions of the Florida Statutes so that any income derived shall be exempt from taxation.

The Corporation is not organized for profit and no part of the net earnings of the Corporation shall inure to the benefit of any officer or director of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes) and that no officer or director of the Corporation, or any private individual, shall be entitled to share in the distribution of any corporate assets upon the dissolution of the Corporation.

Notwithstanding any of the provisions of these Articles, the Corporation shall not conduct or carry on any business not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they

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now exist or as they may hereafter be amended (hereinafter collectively, "Code"), or by an organization, contributions to which are deductible under the applicable section(s) of the Code, or under Chapter 617 and other applicable provisions of the Florida Statutes.

#### ARTICLE III. MEMBERSHIP

The Corporation may have members, but members shall be non-voting only. The Bylaws shall govern all aspects of membership, including but not limited to admission and termination of members, qualification of members and the rights and duties of members.

#### ARTICLE IV. TERM OF EXISTENCE

This Corporation is to exist perpetually.

#### ARTICLE V. BOARD OF DIRECTORS

The business affairs of the Corporation shall be managed by the Board of Directors according to the Bylaws of the Corporation.

The number of directors constituting the Board of Directors shall be as prescribed by the Bylaws from time to time. The number, qualification, term of office, manner of election and termination of directors shall be as prescribed in the Bylaws of the Corporation.

#### ARTICLE VI. BYLAWS

The Board of Directors shall adopt Bylaws for the governance of the Corporation not inconsistent with these Articles of Incorporation. The Bylaws may be altered or rescinded by a two-thirds (2/3) vote of the Board of Directors, providing written or electronic notice is given to the Board members as prescribed in the Bylaws.

#### ARTICLE VII. AMENDMENTS TO ARTICLES

These Articles of Incorporation may be altered or amended by vote of two-thirds of the members of the Board of Directors, providing written or electronic notice is given to the Board members at least fourteen (14) days prior to the regularly constituted meeting of the Board or special meeting called for that purpose at which such amendment(s) will be considered, or as otherwise prescribed in the Bylaws.

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ARTICLE VIII. REGISTERED AGENT AND REGISTERED OFFICE

The address of the registered office of the Corporation is 3805 59th Street West, Bradenton, Florida 34209. The name of the registered agent of the Corporation at such address is: Sean M. Allison.

ARTICLE IX. PRINCIPAL ADDRESS

The address of the principal office of the corporation is 3805 59th Street West, Bradenton, Florida 34209.

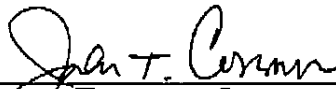
ARTICLE X. DISSOLUTION

In the event of liquidation or dissolution of the corporation, whether voluntary or involuntary, the assets of the Corporation received from any source whatever, after the payment of all debts and obligations of the Corporation, shall be used or distributed subject to the laws of the State of Florida exclusively for purposes set forth in this Article and Article II above and within the purview of Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may hereafter be amended; unless otherwise provided in the Bylaws.

ARTICLE XI -- NATIONAL COUNCIL

By acceptance of membership in the National Council of the Young Men's Christian Associations, the Corporation acknowledges that the name "*Young Men's Christian Association*," the letters "Y" and the red triangle, and all other names, marks and symbols owned, used, or authorized by the National Council, are the property of the National Council and can be used only as authorized by the National Board. It is further recognized and acknowledged that such names, marks, and symbols may only be used by the Corporation with respect its own constituency and geographical area and only so long as the Corporation is in good standing with the National Council.

The undersigned has executed these Amended and Restated Articles of Incorporation on the 23 day of June, 2011.

  
\_\_\_\_\_  
John T. Conner  
Its Secretary

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