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TAMPA METROPOLITAN AREA YMCA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE
RESTATED ARTICLES OF INCORPORATION OF
TAMPA METROPOLITAN AREA YMCA, INC.**

Pursuant to the provisions of Section 617.1006, Florida Statutes, Tampa Metropolitan Area YMCA, Inc., a Florida corporation not for profit (the "Corporation"), adopts the following Articles of Amendment to its Restated Articles of Incorporation:

1. The name of the corporation is Tampa Metropolitan Area YMCA, Inc.
2. The date of adoption of the amendment was August 28, 2008.
3. The amendment was adopted by the members of the Corporation and the number of votes cast for the amendment was sufficient for approval.
4. The text of the amendments as adopted is as follows:

BE IT RESOLVED that Article III of the Corporation's Restated Articles of Incorporation is hereby amended to read in its entirety as follows:

**ARTICLE III
MEMBERSHIP**

As provided for in Section 617.0601(1)(a), the corporation shall have no members.

BE IT FURTHER RESOLVED that Article V of the Corporation's Restated Articles of Incorporation is hereby amended to read in its entirety as follows:

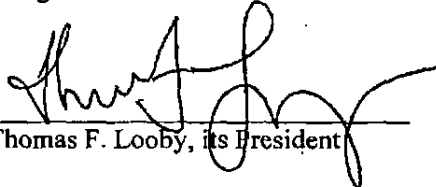
**ARTICLE V
GOVERNANCE BOARD**

The Affairs of the corporation shall be managed by the Governance Board. The Governance Board shall have the number of members provided for from time to time in the corporation's Bylaws, provided, however, that the Governance Board shall never have fewer than three (3) members. The members of the Governance Board shall be elected as provided in the corporation's Bylaws.

BE IT FURTHER RESOLVED that Articles VI, VII and VIII of the Corporation's Restated Articles of Incorporation are hereby deleted in their entirety.

5. The amendment will be effective upon filing.

Dated August 28, 2008.



Thomas F. Looby, its President