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COLLIER COUNTY, 4-H CLUB FOUNDATION, INC.

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From: **Bonnie Rushing, Corporate Paralegal**

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Pages including cover **6**

sheet:

Email: **brushing@cl-law.com**

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COMMENTS: Attached is the filing of the Amended and Restated Articles for Collier County, 4-H. Please process if now in order. Thank you.

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
COLLIER COUNTY, 4-H CLUB FOUNDATION, INC.
(A Florida Corporation Not-For-Profit)**

Pursuant to the provisions of section 617.1001, Florida Statutes and Article X of the Articles of Incorporation, **COLLIER COUNTY, 4-H CLUB FOUNDATION, INC.** (the "Corporation") hereby adopts the following amended Articles of Incorporation

AMENDMENTS ADOPTED On the 10th day of May, 2007, the Board of Directors (unanimously/by a vote of the majority of the Directors) amended and restated the Articles of Incorporation, in its entirety, to read as follows:

ARTICLE I

The name of the corporation (the "Corporation") is **COLLIER COUNTY, 4-H CLUB FOUNDATION, INC.**

ARTICLE II

The principal office or mailing address of the Corporation is c/o P.O. Box 7581, Naples, Florida 34101.

ARTICLE III

The Corporation is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain.

The Corporation is authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Not For Profit Corporation Act. In particular, the Corporation is dedicated to promoting the educational objectives of the Collier County Division of the Florida Cooperative Extension Service, University of Florida; to foster mental, physical, social, spiritual, and all other aspects of youth development; and to support extension programs in the interest of youth as the Board of Directors of the corporation may deem appropriate.

Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause it not to qualify as a tax-exempt organization under section 501(c)(3) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

ARTICLE IV

The number of directors constituting the Board of Directors of the Corporation shall be as provided in the Bylaws, provided, however, the number of directors shall not be less than three

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(3). The manner in which the Directors are to be elected or appointed shall be as stated in the Bylaws of the Corporation.

ARTICLE V

The officers and their manner of election shall be as provided in the Bylaws.

ARTICLE VI

Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the Bylaws of the Corporation. Any gift, bequest, devise or donation of any kind whatsoever to the Corporation or its Board of Directors shall be deemed to vest title in the Corporation.

ARTICLE VII

The name and address of the Corporation's registered agent are:

Kathy Fairbanks
4710 13th Avenue SW
Naples, Florida 34116

ARTICLE VIII

These Articles may be amended as provided in the Bylaws.

ARTICLE IX

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to one or more organizations qualified as exempt under section 501(c)(3) of the Code.

ARTICLE X

Section 1. Prohibition on Private Inurement. No part of the net earnings, current or accumulated, or property of the Corporation shall inure to the benefit of, or be distributed to, any member (other than a member which is exempt from federal income tax under section 501(c)(3) of the Code), director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payment and distributions in furtherance of the purposes set forth in these Articles.

Section 2. Prohibition on Dividends. The Corporation shall not have the power to declare dividends.

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Section 3. Limitation on Lobbying Activities. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation.

Section 4. Prohibition on Intervening in Political Campaigns. The Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or opposition to any candidate for public office.

Section 5. Tax-Exempt Status. 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(a) of the Code as an organization described in 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code.

ARTICLE XI

Notwithstanding any other provision of these Articles to the contrary, during such period, or periods, as the Corporation is treated as a "private foundation" pursuant to section 509 of the Code, the Corporation must comply with the following:

Section 1. Taxable Distributions. The Corporation shall make such distributions at such time and in such manner so as not to subject the Corporation to tax under section 4942 of the Code.

Section 2. Self-Dealing. The Corporation shall not engage in any act of self-dealing (as defined in section 4941(d) of the Code).

Section 3. Excess Business Holdings. The Corporation shall not retain any excess business holdings (as defined in section 4943(c) of the Code).

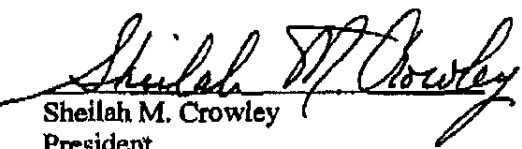
Section 4. Jeopardizing Investments. The Corporation shall not make any investments in such manner as to subject the Corporation to tax under section 4944 of the Code.

Section 5. Taxable Expenditures. The Corporation shall not make any taxable expenditures (as defined in section 4945(d) of the Code).

ARTICLE XII

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the fullest extent permitted by law.

By:


Sheilah M. Crowley
President