



The West Point Society of Naples

N010000000656

January 8, 2002

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32134

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*****78.75 *****78.75

Dear Sir/Madam:

Subject: West Point Society of Naples, Inc.
Document Number N1000000656

In July 2001, the West Point Society of Naples, Florida applied for exemption under Section 501(c)(3) of the Internal Revenue Code. The IRS agent who is handling our application has stated that our Articles of Incorporation must be amended to comply with 501(c)(3) requirements. A copy of her letter, dated December 12, 2001, is enclosed for your review. The IRS agent has granted us an extension to January 18, 2002 for our reply to her letter.

We have incorporated these changes in the enclosed proposed Amended Articles of Incorporation. For your convenience, the original Articles are also enclosed.

A check in the amount of \$78.75 for the application fee is enclosed. Our Federal Employer ID is 59-37711259.

Thank you in advance for your consideration of this matter.

Very truly yours,

E. John Eberhard
E. John Eberhard
President

Enc.

*Care OK
to add
restated
title
as
+ adoption
by directors.*

*1/18/01
Amend
Spayne*

RESTATED

ARTICLES OF INCORPORATION

Adopted by the Board of Directors. There are no amendments requiring member approval.

ARTICLE I. NAME

The name of the corporation is: West Point Society of Naples, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

401 Bayfront Place #3506
Naples, Florida 34102

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III. PURPOSE(s)

The corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or any future tax code.

The specific purposes(s) for which the corporation is organized (are):

1. Further the principles and welfare of the United States Military Academy.
2. Provide an organization with activities for its members to associate in order to foster the aims, ideals, standards, and achievements of the United States Military Academy.
3. Promote a better understanding of the United States Military Academy in the Naples, Florida area,
4. Inform, encourage, and assist talented young men and women of the admission process of the Military Academy.

ARTICLE IV. MANNER OF ELECTION OF DIRECTORS

The manner in which the Directors of the corporation are to be elected is specified in the attached By-Laws of the West Point Society of Naples, Inc., Article II, Board of Directors.

ARTICLE V. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

LTC (Ret)E. John Eberhard
13055 Pond Apple Drive
Naples, Florida 34119

ARTICLE VI. ACTIVITIES

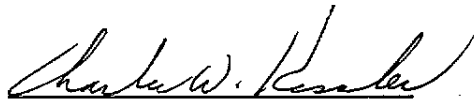
Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or the corresponding provision of any future federal tax code.

ARTICLE VII. DISSOLUTION

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII. INCORPORATOR

Charles W. Kessler
525 Anchor Rode Drive
Naples, Florida 34103-2717



Signature/Incorporator /President

1/8/02
Date

Having been named as registered agent and 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 to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature/Registered Agent

1/8/02
Date