

NO100000.4747

**GUY & YUDIN, LLP
ATTORNEYS AT LAW**

55 EAST OCEAN BOULEVARD
POST OFFICE BOX 3386
STUART, FLORIDA 34995-3386

WILLIAM E. GUY, JR.*
JOHN S. YUDIN**
BARBARA A. COOK***

TELEPHONE (561) 286-7372
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* ALSO ADMITTED IN 9TH U.S. C.C.A.
** ALSO ADMITTED IN DISTRICT OF COLUMBIA
*** ALSO ADMITTED IN U.S. VIRGIN ISLANDS

November 13, 2001

VIA FEDERAL EXPRESS

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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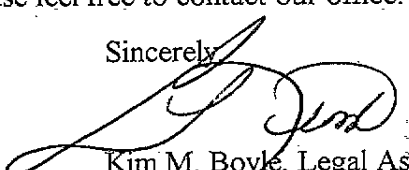
re: Amended Articles of Incorporation

Dear Clerk:

I have enclosed an original and one copy of the Amended Articles of Incorporation for the Friends of Florida Waterways Corporation. I have also enclosed the \$35.00 filing fee.

If you have any questions or comments, please feel free to contact our office.

Sincerely,


Kim M. Boyle, Legal Assistant for

GUY & YUDIN, LLP

/kmb

Enclosures

NO100000.4747
12-28-01
aps
Amend

GUY & YUDIN, LLP
ATTORNEYS AT LAW

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STUART, FLORIDA 34995-3386

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* ALSO ADMITTED IN 5TH U.S.C.C.A.
** ALSO ADMITTED IN DISTRICT OF COLUMBIA
*** ALSO ADMITTED IN U.S. VIRGIN ISLANDS

December 21, 2001

VIA Priority Mail

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

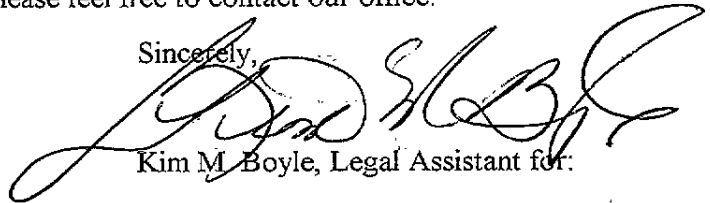
re: Amended Articles of Incorporation for Friends of the Florida Waterways Corporation

Dear Clerk:

I have enclosed an original and one copy of the Amended Articles of Incorporation for the Friends of Florida Waterways Corporation along with your letter of November 26, 2001. Please note new article 13.

If you have any questions or comments, please feel free to contact our office.

Sincerely,



Kim M. Boyle, Legal Assistant for:

GUY & YUDIN, LLP

/kmb

Enclosures

RECEIVED
01 DEC 24 PM 1:33
DIVISION OF CORPORATIONS



*Papers Pls -
the file*

FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 26, 2001

GUY & YUDIN, LLP
% KIM BOYLE
P.O. BOX 3386
STUART, FL 34995-3386

SUBJECT: FRIENDS OF FLORIDA WATERWAYS CORPORATION
Ref. Number: N01000004747

We have received your document for FRIENDS OF FLORIDA WATERWAYS CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Corporate Specialist

Letter Number: 001A00062740

**AMENDED
ARTICLES OF INCORPORATION
OF**

**FRIENDS OF FLORIDA WATERWAYS CORPORATION
A Florida Corporation Not for Profit**

FILED
01 DEC 28 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, all of whom are of legal age, hereby voluntarily associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, (2000), and certify as follows:

**ARTICLE ONE
Name and Address**

1.1 Name. The name of the corporation shall be **FRIENDS OF FLORIDA WATERWAYS CORPORATION.**

1.2 Address. The Principal office of the corporation shall initially be located at Guy & Yudin, LLP, 55 East Ocean Blvd., Stuart, FL 34994.

**ARTICLE TWO
Purpose**

2.1 Purpose. The corporation is organized in order to engage in any lawful purpose or purposes not for pecuniary profit. The purpose for which the Corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof, or grants and gifts, exclusively for scientific, literary, promotional, litigation, lobbying or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

**ARTICLE THREE
Powers**

3.1 Powers No part of the net earnings of the corporation shall inure to the benefit of, or be distributable its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to repay working capital loans made by directors with reasonable interest, and to make payments and distributions in furtherance of the purposes set forth in Article four hereof. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any

other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501 (c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code.

3.2 The corporation shall have all powers not inconsistent with Chapter 617, Florida Statutes (2000) or subsequent amendments thereto and section 501(c)(6) of the Internal Revenue Code.

3.3 Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) of the Internal Revenue Code, or 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 the Circuit Court 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 FOUR MEMBERS

4.1 The corporation is organized on a non-stock basis. The Corporation shall have members. Members of the corporation will be required to meet the following qualifications: A corporation may be eligible for membership based on its interest in fostering boating access to and use of Florida Waterways. Individuals may not be members.

4.2 Membership dues categories shall be determined by the Board of Directors. Members shall be admitted in the manner regulated by the by-laws of the Corporation without discrimination as to sex, age, handicap, color, race or ethnic origin. Members will only be admitted or terminated by a two thirds vote of the Board of Directors.

4.3 Upon termination or resignation, a member shall no longer have any rights in the Corporation and the Corporation and remaining members shall continue to enjoy the rights conferred by these Articles and the Bylaws of the Corporation.

4.4 Membership shall not be transferable.

4.5 The initial members of the Corporation are the Marine Industries of Florida, Inc. and Citizens for Florida Waterways, Inc.

ARTICLE FIVE INITIAL BOARD of DIRECTORS

5.1 The number of Directors constituting the initial Board of Directors is three. The

number of Directors may be increased or decreased and elected from time to time in accordance with the Bylaws but shall never be less than three. The names and addresses of the initial directors of the corporation are as follows:

DAVID HEFFLEBOWER (P)
HARBORTOWN MARINA
1936 HARBOR TOWN DRIVE
FORT PIERCE, FL 34946

WILLIAM E. GUY, JR. (VP)
GUY & YUDIN, LLP
55 EAST OCEAN BLVD.
STUART, FL 34994

BARBARA HEFFLEBOWER (S/T)
HARBORTOWN MARINA
1936 HARBOR TOWN DRIVE
FORT PIERCE, FL 34946

5.2 Meetings. All directors' meetings shall be held in Martin, St. Lucie, Indian River or Brevard County, Florida.

5.3 Directors Shall be elected by two thirds vote of the membership attending the annual meeting of the Corporation in person or by proxy, but the initial directors shall continue to serve without election until they resign.

ARTICLE SIX

Officers

6.1 Officers. The affairs of the corporation shall be administered by a President, Vice President, Secretary, and Treasurer and such other officers as may be designated in the Bylaws of the corporation. The officers shall be elected by the Board of Directors at its first meeting and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

DAVID HEFFLEBOWER (P)
HARBORTOWN MARINA
1936 HARBOR TOWN DRIVE
FORT PIERCE, FL 34946

WILLIAM E. GUY, JR. (VP)

GUY & YUDIN, LLP
55 EAST OCEAN BLVD.
STUART, FL 34994

BARBARA HEFFLEBOWER (S/T)
HARBORTOWN MARINA
1936 HARBOR TOWN DRIVE
FORT PIERCE, FL 34946

ARTICLE SEVEN
Indemnification

7.1 Indemnification. Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including legal fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been an director or officer of the corporation, whether or not he or she is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his or her duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE EIGHT
Bylaws

8.1 Bylaws. The Bylaws of the corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE NINE
Term

9.1 Term. The term of the corporation shall be perpetual.

ARTICLE TEN
Registered Agent

10.1 Registered Agent. The street address of the Association's initial registered principal office and the name of its initial Registered Agent at such address is as follows:

Name

Address

WILLIAM E. GUY, JR.

55 EAST OCEAN BLVD., STUART, FL 34994

ARTICLE ELEVEN
INCORPORATOR

11.1 Names and Addresses. The name and street address of the Incorporator of these Articles of Incorporation is as follows:

DAVID HEFFLEBOWER
HARBORTOWN MARINA
1936 HARBOR TOWN DRIVE
FORT PIERCE, FL 34946

ARTICLE TWELVE
CONDUCT OF CORPORATE AFFAIRS

12.1 The conduct of the affairs of the Corporation will be limited in the following manner: all corporate powers are exercised by the Board of Directors and not by the members of the corporation.

ARTICLE THIRTEEN
AMENDMENTS

13.1 These articles may be amended by the Board of Directors. Members are not entitled to vote on amendments. This amendment was adopted by the Board of Directors on November 7, 2001

IN WITNESS WHEREOF, the subscribers have hereto affixed their signature on this
10th day of November, 2001.

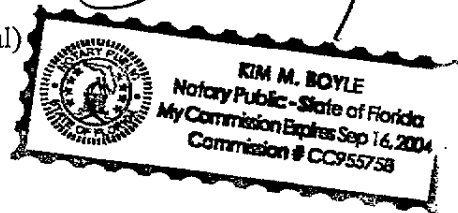

DAVID HEFFLEBOWER, Pres + Dir.

STATE OF Florida
COUNTY OF Dade

I HEREBY CERTIFY that on the 21 day of December 2001 before me, officers duly authorized and acting, personally appeared DAVID HEFFLEBOWER to me well known to be the person described in and who executed the foregoing Articles of Incorporation of FRIENDS OF FLORIDA WATERWAYS CORPORATION, INC., for the purposes expressed in said Articles, and he acknowledged then and there before me that he executed said instrument.

WITNESS my hand and official seal at Dade County, Florida this the 21 day of December, 2001.

(Notary Seal)



[Signature]
Notary Public
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of FRIENDS OF FLORIDA WATERWAYS CORPORATION, which is contained in the foregoing Articles of Incorporation.

DATED this 21st day of December, 2001

GUY & YUDIN, LLP

[Signature]
WILLIAM E. GUY, JR.

FILED
DEC 28 AM 11:11
NOTARY PUBLIC