

NO1000005259

D. H. Kennedy
3104 Blue Heron Street
Safety Harbor, FL 34695

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

April 15, 2002

Gentlemen:

600005482016--6
-05/07/02--01058--012
*****43.75 *****43.75

Re: Restated Articles of Incorporation
Safety Harbor Rowing Center, Inc.
Original approval date-8-6-01

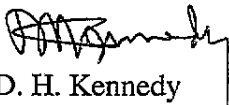
Here are the restated Articles of Incorporation for the above entity. On April 15, 2002, a conversation with Thelma of your office assured me the charge would be \$43.75 for this refiling and that the fee included a charge for sending a certified to us for the Internal Revenue Service records.

It would be greatly appreciated if you would send the certified copy to the following:

Don Kennedy
3104 Blue Heron Street
Safety Harbor, FL 34695

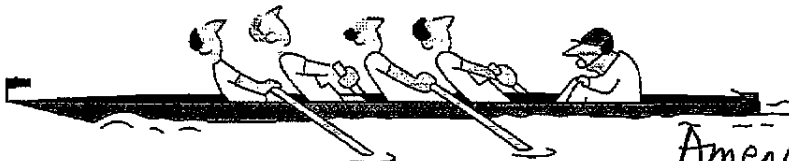
Thank you for your speedy help.

Respectfully,



D. H. Kennedy
Treasurer

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 MAY 17 PM 12:02



Amended & Restated
LH



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 25, 2002

Don H. Kennedy
% SAFETY HARBOR ROWING CENTER, INC.
3104 Blue Heron Street
Safety Harbor, FL 34695

SUBJECT: SAFETY HARBOR ROWING CENTER, INC.
Ref. Number: N01000005659

This will acknowledge receipt of your correspondence which is being returned for the following reason(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.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 702A00025268

SECY OF STATE
5-3-02 - OOPS -
LET'S TRY AGAIN.

THANKS -
Don Kennedy
Pres.



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 7, 2002

Don Kennedy
3104 Blue Heron Street
Safety Harbor, FL 34695

SUBJECT: SAFETY HARBOR ROWING CENTER, INC.
Ref. Number: N01000005659

RECEIVED
MAY 17 11:59 AM '02
DIVISION OF CORPORATIONS

We have received your document for SAFETY HARBOR ROWING CENTER, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

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.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 245-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 902A00028670

5-13-02

Mrs. Flemming-Jackson, A single sentence affirming acceptance of the amendments was added to the last page.

Phone: 727.662-4178

Don Kennedy
Treasurer

Amended and Restated

2002 MAY 17 PM 12:02

ARTICLES OF INCORPORATION

OF

SAFETY HARBOR ROWING CENTER, INC.

ARTICLE I - NAME

In compliance with Chapter 617 of the Florida Statute, the name of the corporation shall be:

SAFETY HARBOR ROWING CENTER, INC.

ARTICLE II - PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be:

935 Main Street, Suite C-3
Safety Harbor, FL 34695

ARTICLE III - PURPOSE

The corporation is a not-for-profit corporation. The purposes for which the corporation is formed are as follows:

Exclusively for charitable and educational purposes within the meaning of Section 501 (c)3 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code. This includes, but may not be limited to, providing opportunities for instruction, training and competition in the sport of rowing to community youth, the people of Pinellas County, Florida, and to promote local, regional, national, and international competition in the amateur sport of rowing.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence

legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization 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 corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV - MANNER OF ELECTION

The corporation is organized upon a nonstock basis as defined in Section 617.0202 of the Florida Statutes. The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the bylaws.

ARTICLE V - INITIAL DIRECTORS/OFFICERS

The names and addresses of the initial directors are as follows:

Wayne C. Mineo	935 Main Street, Suite C-3 Safety Harbor, FL 34695	Director
Donald H. Kennedy	3104 Blue Heron Street Safety Harbor, FL 34695	Director
John Strauss	1363 Kittery Court Safety Harbor, FL 34695	Director
Mahshid D. Arasteh	901 Bayshore N. Dr. Safety Harbor, FL 34695	Director

The names and addresses of the officers are as follows:

Wayne C. Mineo	935 Main Street, Suite C-3 Safety Harbor, FL 34695	President
Mahshid D. Arasteh	901 Bayshore Dr. No. Safety Harbor, FL 34695	Vice President

Donald H. Kennedy

3104 Blue Heron St.
Safety Harbor, FL 34695

Treasurer

John Strauss

1363 Kittery Court
Safety Harbor, FL 34695

Secretary

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida address of the registered agent is:

Wayne C. Mineo

935 Main Street, Suite C-3, Safety Harbor, FL 34695

ARTICLE VII - INCORPORATORS

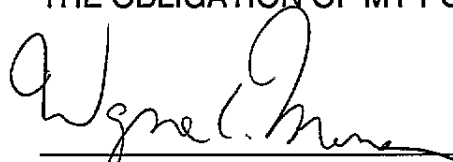
Wayne C. Mineo

935 Main Street, Suite C-3, Safety Harbor, FL 34695

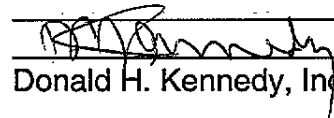
Donald H. Kennedy

3104 Blue Heron Street, Safety Harbor, FL 34695

HAVING BEEN NAMED AS REGISTERED AGENT AND TO 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. IF FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.



Wayne C. Mineo, Registered Agent/Incorporator & ~~PRESIDENT~~



Donald H. Kennedy, Incorporator & ~~TREASURER~~

ARTICLE VIII - DISSOLUTION

Section 1. This corporation may be dissolved by a majority vote by three-fourths (3/4) of the membership who are in good standing at that time.

Section 2. Upon dissolution, the Board of Directors shall dispose of all financial assets of the corporation after payment of all its debts and liabilities of the corporation. Further, upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is 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.

There are no members entitled to vote on the amendments; therefore, the directors accepted the amendments by acclamation on April 12, 2002.