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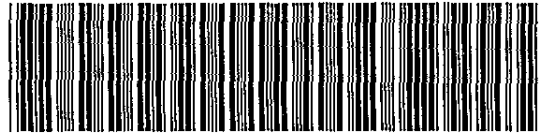
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*Amend.*

V SHEPARD APR 22 2003

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Practice Limited to:  
Federal, State and Local Government Law  
with emphasis on Environmental and  
Land Use Law

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Tallinn, Estonia  
Of Counsel

April 9, 2003

Division of Corporations  
Florida Department of State  
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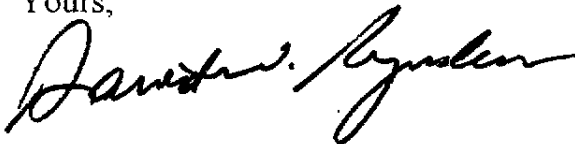
Re: Articles of Amendment to the Article of Incorporation of the Save  
Vanderbilt Beach Fund, Inc.

Dear Ladies or Gentlemen,

We are enclosing an original and an originally signed copy of our Articles of Amendment to the Articles of Incorporation for the corporation named above. Also, we have enclosed our check in the amount of \$43.75 for filing and for the return of a certified copy of the Articles. Please mail the certified copy to our corporation's Registered Agent, David W. Rynders at 2375 Tamiami Trail North, Suite 208, Naples, Florida 34103.

Please contact Mr. Rynders at any of his phone numbers above if you have any questions or problems concerning the filing of these documents.

Yours,



David W. Rynders

# ARTICLES OF AMENDMENT

CR2E009(6/01).

To

# ARTICLES OF INCORPORATION

Of

# SAVE VANDERBILT BEACH FUND, INC.

102000000905

(Document Number of Corporation (If known))

*Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.*

**FIRST:** Amendment(s) adopted: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.)

**ARTICLES II THROUGH X ARE HEREBY DELETED AND THE FOLLOWING ARTICLES II THROUGH XII ARE HEREBY ADOPTED, INSERTED AND ADDED:**

## Article II-Purpose and Nature of Business

The FUND is organized exclusively for charitable, 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 the corresponding section of any future federal tax code. The FUND shall exist to save and protect the Vanderbilt Beach area of Collier County together with its immediate environs (hereinafter referred to collectively as "Vanderbilt Beach") in regard to its health and safety, the police and fire protection service systems, the densities and intensities of development and uses, the transportation facilities, the health care facilities, equipment or services and especially the environmental and natural resources of Vanderbilt Beach for the benefit of the community by means of educational and charitable actions to promote and support any improvements, efforts or projects which will save and/or improve Vanderbilt Beach, will combat community deterioration and will lessen neighborhood tensions, and by educational and charitable action to oppose any attempted developments, efforts or projects which will adversely affect Vanderbilt Beach.

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### Article III - Limitations on Net Earnings and Activities

No part of the net earnings of the FUND shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the FUND 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 Article II hereof. No substantial part of the activities of the FUND shall be the carrying out of propaganda, or otherwise attempting to influence legislation, and the FUND 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 FUND shall not, except in insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the FUND.

### Article IV-Membership and Voting

The membership of the Corporation shall consist solely of the Board of Directors. A quorum shall consist of there being sufficient members of the Board present and attending to represent a majority of the Board. A vote of the majority of the total members attending, or by proxy, at meetings shall be necessary for the board to take action.

### Article V- Registered Agent

The street address of the initial registered office of the FUND shall be 2375 N. Tamiami Trail, Suite 308, Naples, Florida 34103, and the initial registered agent at that address is David W. Rynders, Esq., Fla. Bar No. 129235.

### Article VI - Term of Existence

This corporation shall exist perpetually.

### Article VII- Directors

The number and method of election of directors and the method of selection of officers shall be as stated in the bylaws. All corporate powers shall be exercised by or under the authority of the board of directors, subject to any limitation set forth in these articles of incorporation.

### Article VIII -Officers

The names and addresses of the officers of the FUND, who shall hold office until their successors are elected or appointed are:

President:

Richard Bing, 10951 Gulf Shore Drive North, Naples, Florida 34108

Vice-president and Secretary:

Joe Connolly, The Mansions, Apt 6-N, 10635 Gulf Shore Drive North, Naples, Florida 34108

Treasurer:

C.J. Fields, The Barcelona, Apt 1402, 10691 Gulf Shore Drive North, Florida 34108

### Article IX - Special Provisions

The FUND shall have all of the corporate powers granted by statute and shall have all common law and ordinary powers permitted a corporation not for profit under Florida law which do not conflict with these articles or the FUND bylaws. The corporation shall also have those powers reasonably necessary to carry out its mission to preserve and protect Vanderbilt Beach, including but not limited to the power to:

- a. Own and convey property;
- b. Establish bylaws and adopt rules and regulations concerning any money or other property owned by the FUND;
- c. Raise funds for the operation and expenses of the FUND;
- d. Sue and be sued in its own name;
- e. Contract for services necessary to carry out its mission and exercise its powers.
- f. To do all other things necessary or desirable to carry out the purpose and business of the FUND as set out in Article II above.

### Article X - Private Foundation Provisions

If the FUND is determined to be a private foundation for the purposes of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, then:

- a. The FUND will distribute its income for each year at a time and in a manner as to not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- b. The FUND will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- c. The FUND will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- d. The FUND will not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- e. The FUND will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### Article XI - Dissolution

The FUND may be dissolved as provided by law, except that in the event of dissolution, any money or other assets of the FUND shall be conveyed or dedicated to a similar not-for-profit corporation for similar exempt purposes of the FUND within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or to Collier County if the County will accept it solely to assure the continued preservation of Vanderbilt Beach in perpetuity.

### Article XII - Incorporators

The name and street address of the incorporators to these Articles of Amendment to the Articles of Incorporation are:

1. Richard Bing, 10951 Gulf Shore Drive North, Naples, Florida 34108
2. Joe Connolly, The Mansions, Apt 6-N, 10635 Gulf Shore Drive, North Naples, Florida 34108
3. C.J. Fields, The Barcelona, Apt 1402, 10691 Gulf Shore Drive, North Florida 34108

**SECOND:** The date of adoption of the amendment(s) was: April 1, 2003.

**THIRD:** Adoption of Amendment (CHECK ONE)

☐ The amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

☒ There are no members or members entitled to vote on the amendment. The amendments were adopted by the Board of Directors.

C.J. Fields, TREASURER  
C.J. Fields, Treasurer

Date: 4/4/03

Signature of Chairman, Vice Chairman, President or other officer. Typed or printed name, Title, Date