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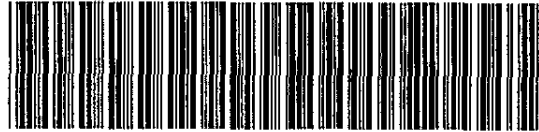
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TALLAHASSEE, FLORIDA

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Telephone (312) 222-0800  
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Author Valene C. Breslin  
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Offices in  
Milwaukee, Wisconsin  
Madison, Wisconsin  
Manitowoc, Wisconsin  
Waukesha, Wisconsin  
Lehigh Valley, Pennsylvania

November 15, 2004

**VIA FEDERAL EXPRESS**

Florida Department of State  
Amendment Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Articles of Amendment to The Moorings Park Institute Foundation, Incorporated  
Articles of Incorporation

**To Whom It May Concern:**

Attached please find two copies of the Articles of Amendment to The Moorings Park Institute Foundation, Incorporated's ("Foundation") Articles of Incorporation. Foundation's Employer Identification Number is 65-1232112. Also attached please find a check in the amount of fifty two dollars and fifty cents (\$52.50), which includes the filing fee, payment for a certified copy, and payment for a Certificate of Status. Finally, we have attached the Consent of the Corporate Member of MPIFI authorizing this amendment.

Please return all correspondence concerning this matter to the following:

Guenther Gosch  
President/Chief Executive Officer  
The Moorings Park Institute Foundation, Incorporated  
120 Moorings Park Drive  
Suite D  
Naples, Florida 34105-2122

For further information concerning this matter, please call:

Guenther Gosch at (239) 261-1616.



Florida Division of Corporations  
November 15, 2004  
Page 2

Thank you in advance for your assistance with this matter.

Sincerely,

**MICHAEL BEST & FRIEDRICH LLP**

Valerie C. Breslin

Enclosure

cc: Guenther Gosch (w/enclosures)  
John J. Durso (w/o enclosures)

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
THE MOORINGS PARK INSTITUTE FOUNDATION, INCORPORATED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

By unanimous written consent of its Board of Directors, The Moorings Park Institute, Incorporated, the Corporate Member (the "Member") of The Moorings Park Institute Foundation, Incorporated, a Florida not-for-profit corporation organized on July 19, 2004 (the "Corporation"), unanimously approved a Consent amending the Corporation's Articles of Incorporation. The Member adopted these Amended and Restated Articles of Incorporation on November 10, 2004 (the date the last Director signed the Consent); a copy of the Consent is attached hereto as Exhibit A. Article Three has been revised to clarify the Corporation's purposes. Article Nine has been revised to update the effective date following this amendment. Finally, Article Ten has been added to specify the distribution of the Corporation's assets upon dissolution or liquidation.

Pursuant to the provisions of Section 617.1006 of the Florida Statutes, this Florida Not for Profit Corporation adopts the following amendments to its Articles of Incorporation and restates the Articles in their entirety to read as follows:

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
THE MOORINGS PARK INSTITUTE FOUNDATION, INCORPORATED**

This entity is formed in compliance with Chapter 617 of the Florida Statutes.

**ARTICLE ONE - NAME**

The name of the Corporation is The Moorings Park Institute Foundation, Incorporated.

**ARTICLE TWO - ADDRESS OF PRINCIPAL OFFICE  
AND MAILING ADDRESS OF CORPORATION**

The mailing address and street address of the principal office of the Corporation is 120 Moorings Park Drive, Suite D, Naples, FL 34105.

**ARTICLE THREE - PURPOSE**

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or may later be amended or replaced (the "Code"). In connection with the foregoing, the Corporation shall be organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of The Moorings, Incorporated d/b/a Moorings Park and Moorings Park Community Health, Incorporated, so long as each such organization continues to qualify as an organization exempt from federal income taxation under

Section 501(c)(3) of the Code and as other than a private foundation under Section 509(a)(1) or (a)(2) of the Code.

ARTICLE FOUR – MANNER OF ELECTION

The affairs of the Corporation shall be managed by a Board of Directors whose members shall be elected or removed in accordance with procedures provided in the Bylaws.

ARTICLE FIVE – INITIAL DIRECTORS

The names, titles, and addresses of the initial Directors of the Corporation are:

Alan R. Korest  
Director  
The Waldorf 1-C  
3377 Gulf Shore Boulevard, North  
Naples, FL 34103

Patricia M. Barton  
Director  
605 Palm Circle, East  
Naples, FL 34102

Daniel C. MacLEA, Jr.  
Director  
122 Moorings Park Drive, G-803  
Naples, FL 34105

Jack L. Butts  
Director  
1683 Manchester Court  
Naples, FL 34109

George B. Caldwell  
Director  
9029 Whimbrel Watch Way, #202  
Naples, FL 34109

George A. Wilson  
Director  
821 5<sup>th</sup> Avenue, South  
Naples, FL 34102

James W. Craig  
Director  
9360 Sweetgrass Way  
Naples, FL 34108

M. Kathryn Eickhoff Smith  
Director  
4901 Gulf Shore Boulevard, North #1903  
Naples, FL 34103

Joseph Freni, Jr.  
Director  
2351 Windward Way  
Naples, FL 34102

G. Douglas Hale  
Director  
175 8<sup>th</sup> Avenue, South  
Naples, FL 34102

Stanley W. Hole  
Director  
3303 Gin Lane  
Naples, FL 34102

Charles Marshall  
Director  
6001 Pelican Bay Blvd., PH-B  
Naples, FL 34108

James E. Swaine, Jr.  
Director  
122 Moorings Park Drive, G-402

Guenther Gosch  
President/CEO  
120 Moorings Park Drive

Naples, FL 34105

Naples, FL 34105

J. Howard Finch  
Director  
College of Business, FGCU  
10501 FGCU Boulevard, South  
Fort Myers, FL 33965-6565

#### ARTICLE SIX – MEMBER

The corporate member of the Corporation is The Moorings Park Institute, Incorporated, a Florida not-for-profit, nonstock corporation.

#### ARTICLE SEVEN – INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 120 Moorings Park Drive, Suite D, Naples, Florida 34105. The initial registered agent is Guenther Gosch. The Board of Directors may from time to time designate a new registered office and registered agent.

#### ARTICLE EIGHT – INCORPORATOR

The name and address of the subscriber of the Articles of Incorporation is:

Guenther Gosch  
120 Moorings Park Drive, Suite D  
Naples, Florida 34105

#### ARTICLE NINE – EFFECTIVE DATE

The effective date of these Amended and Restated Articles of Incorporation is November 15, 2004.

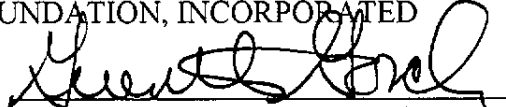
#### ARTICLE TEN – DISSOLUTION

Upon the dissolution or liquidation of the Corporation, and after payment of debts and liabilities, and subject to any donor restrictions, the Board of Directors shall transfer all of the property and assets of the Corporation to the Member, provided that at the time of distribution the Member shall be exempt from federal income taxation pursuant to Section 501(c)(3) of the Code. If the Member is not exempt pursuant to Section 501(c)(3) of the Code, or if the Member is not in existence or unwilling or unable to accept the Corporation's property and assets, then the Board of Directors shall transfer the property and assets to such other organization as the Board of Directors shall designate that is a nonprofit organization exempt from federal income taxation pursuant to Section 501(c)(3) of the Code that has a similar charitable mission and philosophy.

Dated this 12 day of November, 2004.

THE MOORINGS PARK INSTITUTE  
FOUNDATION, INCORPORATED

By:



Guenther Gosch, President/CEO

**CONSENT OF THE CORPORATE MEMBER OF  
THE MOORINGS PARK INSTITUTE FOUNDATION, INCORPORATED**

The undersigned, being all the directors of The Moorings Park Institute, Incorporated, the Corporate Member ("Member") of **THE MOORINGS PARK INSTITUTE FOUNDATION, INCORPORATED**, a Florida not for profit corporation (the "Corporation"), adopt the following Consent:

**WHEREAS**, the Member has the power to amend the Corporation's Articles of Incorporation and Bylaws;

**WHEREAS**, the Member acknowledges that the Corporation was organized to provide financial, fundraising, and other support for the benefit of the Moorings Park system;


**WHEREAS**, the Member acknowledges that the Corporation desires to serve and support the interests of The Moorings, Incorporated d/b/a Moorings Park and Moorings Park Community Health, Incorporated;

**WHEREAS**, the Member wishes to revise the Corporation's Articles of Incorporation and Bylaws to state that the Corporation will operate in support of The Moorings, Incorporated d/b/a Moorings Park and Moorings Park Community Health, Incorporated;

**WHEREAS**, The Member also wishes to revise the Corporation's Articles of Incorporation and Bylaws to emphasize the Corporation's distribution of assets upon dissolution and to clarify the purposes for which the Corporation operates;

**RESOLVED**, that the Member hereby ratifies and accepts the Corporation's Amended and Restated Articles of Incorporation; and

**FURTHER RESOLVED**, that the Member hereby ratifies and accepts the Corporation's Amended and Restated Bylaws.

  
\_\_\_\_\_  
Alan R. Korest

11-9-04  
\_\_\_\_\_  
Date

\_\_\_\_\_  
Daniel C. MacLEA, Jr.

\_\_\_\_\_  
Date



**CONSENT OF THE CORPORATE MEMBER OF  
THE MOORINGS PARK INSTITUTE FOUNDATION, INCORPORATED**

The undersigned, being all the directors of The Moorings Park Institute, Incorporated, the Corporate Member ("Member") of **THE MOORINGS PARK INSTITUTE FOUNDATION, INCORPORATED**, a Florida not for profit corporation (the "Corporation"), adopt the following Consent:

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**WHEREAS**, The Member also wishes to revise the Corporation's Articles of Incorporation and Bylaws to emphasize the Corporation's distribution of assets upon dissolution and to clarify the purposes for which the Corporation operates;

**RESOLVED**, that the Member hereby ratifies and accepts the Corporation's Amended and Restated Articles of Incorporation; and

**FURTHER RESOLVED**, that the Member hereby ratifies and accepts the Corporation's Amended and Restated Bylaws.

\_\_\_\_\_  
Alan R. Korest

\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Daniel C. MacLEA, Jr.

  
\_\_\_\_\_  
Date

*George B Caldwell*

George B. Caldwell

*11/7/04*

Date

James W. Craig

Date

Joseph Freni, Jr.

Date

Stanley W. Hole

Date

James E. Swaine, Jr.

Date

J. Howard Finch

Date

Patricia M. Barton

Date

Jack L. Butts

Date

George A. Wilson

Date

M. Kathryn Fickhoff Smith

Date

G. Douglas Hale

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Charles Marshall

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George B. Caldwell

Date

*James W. Craig*  
James W. Craig

*Nov. 6, 2004*  
Date

Joseph Freni, Jr

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Stanley W. Hole

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James E. Swaine, Jr.

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J. Howard Finch

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Patricia M. Barton

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Jack I. Butts

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George A. Wilson

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M. Kathryn Eickhoff Smith

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G. Douglas Hale

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Charles Marshall

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George B. Caldwell

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James W. Craig

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Joseph Freni, Jr.

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Stanley W. Hole

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James E. Swaine, Jr.

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J. Howard Finch

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Patricia M. Barton

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Jack L. Butts

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George A. Wilson

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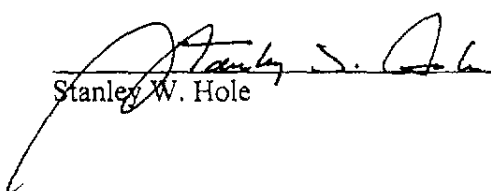
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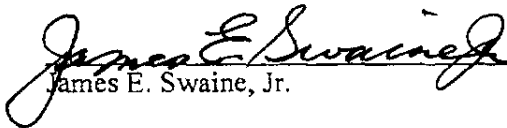
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Joseph Freni, Jr.

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*November 10, 2004*  
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J. Howard Finch

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Patricia M. Barton

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Jack L. Butts

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George A. Wilson

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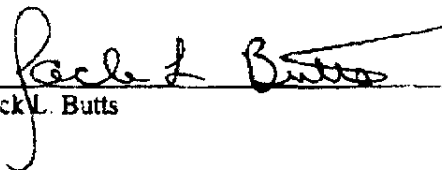
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Patricia M. Barton

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Jack L. Butts

Nov. 8, 2004  
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George A. Wilson

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*11/9/04*  
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*G. Douglas Hale*  
G. Douglas Hale

*11-6-04*  
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Joseph Freni, Jr.

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Guenther Gosch



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