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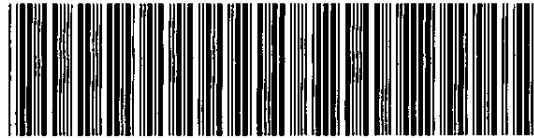
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

TB

4-10-08

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Sailors Paddlers and Rowers of St. Augustine

DOCUMENT NUMBER: N04000011045

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Gregory K. West

(Name of Contact Person)

Bryant Miller Olive, P. A.

(Firm/ Company)

111 Riverside Avenue, Suite 200

(Address)

Jacksonville, Florida 32202

(City/ State and Zip Code)

For further information concerning this matter, please call:

Gregory K. West

(Name of Contact Person)

at (904) 384-1264

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF AMENDMENT

OF

SAILORS PADDLERS AND ROWERS OF ST. AUGUSTINE, INC.

A Florida Nonprofit Corporation

Pursuant to Section 617.1001 of the Florida Statutes, the Articles of Incorporation of Sailors Paddlers and Rowers of St. Augustine, Inc. (the "Corporation") are hereby amended as follows:

1. Article VI of the Articles of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

ARTICLE VI

MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors consisting of seven (7) persons.

Directors shall be elected as follows:

All directors shall be elected by the members of the corporation at large and must be members in good standing. Directors shall serve the following terms:

Directors Nos. 1 and 2: Initial term of one year, commencing with the 2005 annual meeting, thereafter two-year terms commencing at the annual meetings each even year.

Directors Nos. 3, 4 and 5: Two-year terms, commencing with the 2005 annual meeting and at the annual meeting each odd year thereafter.

Director No. 6: Two-year term, commencing with the 2008 annual meeting and at the annual meeting each even year thereafter.

Director No. 7: Initial term of one year, commencing with the 2008 annual meeting, thereafter two-year term commencing at the annual meetings each odd year.

Any director may be reelected to a new term. At all elections for members of the Board of Directors, only active voting members in good standing may be qualified to cast their votes for such directors.

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Annual meetings shall be held at 7:00 p.m. on the second Monday in January of each year at a place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Director under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action or written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law which related to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and Bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such members of the Board of Directors immediately following the 2008 annual meeting are as follows:

<u>Director</u>	<u>Name</u>	<u>Address</u>
1.	Susan Fornier	444 Mango Circle, St. Augustine, FL 32095
2.	Wendy Thompson	317 Village Dr., St. Augustine, FL 32084
3.	Tom Morton	961 Lew Blvd., St. Augustine, FL 32080
4.	Nancy Hutton	82 Magnolia Ave. St. Augustine, FL 32084
5.	Edward S. McCarthy	220 West King St., St. Augustine, FL 32084
6.	Barbara Hodge	14 Rohde Ave., St. Augustine, FL 32084
7.	Bernard Salzberg	5202 Cypress Links Blvd., Elkton, FL 32033

B. Vacancies. Vacancies in the Board of Directors shall be filled by an affirmative vote of not less than four (4) members of the Board; provided, however, that if the Board has fewer than four (4) members then serving, vacancies in the Board of Directors shall be filled by an affirmative vote of the majority of the members of the Board then serving.

C. Absence. Should any member of the Board of Directors be absent unreasonably from three (3) consecutive meetings of the Board, the member's seat on the Board may be declared vacant by an affirmative vote of not less than four (4) members of the Board and a substitute director selected by an affirmative vote of not less than four (4) members of the Board from the membership of the organization to serve for the remainder of the original director's term; provided,

however, that if the Board has fewer than four (4) members then serving, such declaration of unreasonable absences and such selection of substitute director shall be by an affirmative vote of the majority of the members of the Board then serving.

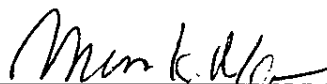
D. Voting of Directors. Each member of the Board of Directors will be entitled to one vote only at any meeting thereof on any issue or matter of business before such meeting. No member of the Board of Directors will be entitled to vote at any meeting unless the member is physically present at such meeting.

E. Special Meetings. Special meetings of the Board of Directors may be called by the President or by any four (4) members of the Board of Directors for any specific purpose. Written notice will be given stating the purpose of such meeting and will either delivered to each member of the Board of Directors or mailed to the last known address of such director at least five (5) days prior to the meeting date.

F. Quorum Voting. A majority of the members of the Board of Directors will constitute a quorum for the transaction of business, and the affirmative vote of a majority of the directors will be considered the act of the Board of Directors at any annual, special or regular meeting; provided, however, that, if the Board has four (4) or more members then serving, vacancies in the Board of Directors shall be filled by an affirmative vote of not less than four (4) members of the Board; and provided further that, if the Board has four (4) or more members then serving and if any member of the Board of Directors is absent unreasonably from three (3) consecutive meetings of the Board, the member's seat on the Board may be declared vacant by an affirmative vote of not less than four (4) members of the Board and a substitute director selected by an affirmative vote of not less than four (4) members of the Board; and provided further that the Board may only propose amendments to these Articles of Incorporation by an affirmative vote of not less than two-thirds of the then serving members of the Board of Directors.

2. The foregoing amendment was adopted by the members of the Corporation at the 2008 annual meeting of the Corporation on January 7, 2008.
3. The number of votes cast for the amendment by the members of the Corporation was sufficient for approval.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Amendment this 24th day of March 2008.



Tom Morton, President