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April 12, 2002

SENT VIA COURIER

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

Gentlemen:

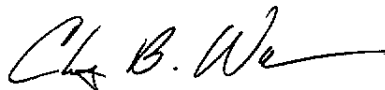
Re: Sanctuary Friends of the Florida Keys, Inc.

Enclosed is an original and one copy of Amended and Restated Articles of Amendment for the above referenced corporation for filing with the Secretary of State. Please file the enclosed Articles as soon as possible.

Also enclosed is a check in the amount of \$35 made payable to the Secretary of State to cover the applicable filing fees.

Please have the enclosed copy file stamped by the Secretary of State and return it to the undersigned in the enclosed envelope. If you have any questions or require anything further with respect to this matter, please call me.

Very truly yours,



Christopher B. Waldera

CBW:MSA

Encs.

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FILED
02 APR 15 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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4/18/02 T. Lewis

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SANCTUARY FRIENDS OF THE FLORIDA KEYS, INC.

FILED
02 APR 15 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

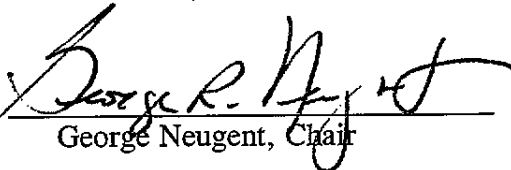
Pursuant to the provisions of section 617.1007, Florida Statutes, SANCTUARY FRIENDS OF THE FLORIDA KEYS, INC., a Florida corporation (the "Corporation") hereby submits the following certificate in conjunction with the adoption and filing of the attached Corporation's Amended and Restated Articles of Incorporation:

1. The name of the Corporation is SANCTUARY FRIENDS OF THE FLORIDA KEYS, INC.
2. The attached Amended and Restated Articles of Incorporation of SANCTUARY FRIENDS OF THE FLORIDA KEYS, INC. contain amendments to the Corporation's Articles of Incorporation which do not require member approval.
3. The Board of Directors of the Corporation adopted resolutions setting forth the Amended and Restated Articles of Incorporation of the Corporation at a special meeting of the Board of Directors on April 11, 2002.

Signed on this 11th day of April, 2002.

SANCTUARY FRIENDS OF THE
FLORIDA KEYS, INC..

By


George Neugent, Chair

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SANCTUARY FRIENDS OF THE FLORIDA KEYS, INC.**

Pursuant to section 617.1007, Florida Statutes, SANCTUARY FRIENDS OF THE FLORIDA KEYS, INC. (the "Corporation") hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I

The name of the corporation is SANCTUARY FRIENDS OF THE FLORIDA KEYS, INC.

ARTICLE II

The principal place of business of the Corporation is 25 Ships Way, Big Pine Key, Florida 33050 and the mailing address of the Corporation is P. O. Box 504301, Marathon, Florida 33050, or as otherwise designated by the Board of Directors.

ARTICLE III

The purpose for which the corporation is formed and the business and the objects to be carried on and promoted by it are as follows:

1. The purposes for which the corporation is organized are to receive contributions of tangible and intangible property and real or personal property 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 exclusively for educational and scientific purposes to provide and sponsor education and training programs for the education of the public to understand how unique the coral reefs adjacent to the Florida Keys are and the importance from an ecological and economic point of view that they be protected, to initiate and encourage marine biological research and investigations of ecological processes that impact the health of the coral reefs of North America, including the coral reefs located throughout the Florida Keys and to participate in government relations to inform County, State and Federal agencies of the causes of damage to the reefs and press such agencies to take actions which will reduce negative impacts on the reefs and to cooperate with appropriate agencies to establish controls to reduce damage to the reefs by vessels of all sizes through charitable, literary or educational means and including but not limited to contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations pursuant thereto as they now exist or as they may hereafter be amended.

2. The specific purpose for which the corporation is organized shall be to provide and sponsor education and training programs for the education of the public to

understand how unique the coral reefs adjacent to the Florida Keys are and the importance from an ecological and economic point of view that they be protected.

3. To engage in any operation incidental to and essential to carry out the purposes above mentioned.

4. To solicit funds and donations in kind and from time to time to further the purposes of this corporation.

5. To acquire and receive by purchase, donation or otherwise, any property, real, personal or mixed, and to hold, use and dispose of the same.

6. To borrow money and to issue evidences of indebtedness in furtherance of any or all of the objects of its business and to secure loans by mortgage, pledge, deed of trust or other lien.

7. To apply for, obtain and contract with any federal, state or local government or agency for a direct loan or loans of other financial aid in the form of grants or otherwise relating to the purposes of this corporation.

8. To engage in any kind of activity and to enter into, perform and carry out contracts of any kind necessary or in connection with or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.

9. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any Director or Officer of the corporation or any member of the corporation or any other private individual (except reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes) and no Director or Officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

10. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

11. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational or literary purposes as shall at the time qualify as an exempt

organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Board of Directors shall determine. 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 the court shall determine, which are organized and operated exclusively for such purposes.

12. The corporation shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida and By Laws and shall exercise those powers in the accomplishment of its objectives and purposes.

ARTICLE IV

The members of the Board of Directors shall never be less than three (3) in number. The manner in which the directors are elected or appointed shall be:

1. In the event of a vacancy the remaining director or directors may appoint a replacement director or directors to complete the term of the director or directors vacancy.

2. Election of the office of director whose term of office expires shall be held at the corporation's annual meeting and/or as may otherwise be determined by the Board of Directors. The term of office for each director shall be one (1) year or as may be provided by the By-Laws.

ARTICLE V

The name and street address of the initial registered agent shall be:

Alan D. Cradick
548 Croton Lane
Big Pine Key, Florida 33050

ARTICLE VI

The affairs of the corporation shall be managed by a President, Secretary and a Treasurer and such other officers as may from time to time be created by the Board of Directors.

ARTICLE VII

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting of the Board of Directors called for that purpose,

after first giving at least ten (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval by a majority vote of the Board of Directors.

ARTICLE VIII

It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitle to membership, the Officers of this Corporation shall abide by the By-Laws promulgated by the Board of Directors in determining whether any certain individual qualifies in accordance with the criteria herein established. It is hereby expressly provided that said By-Laws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation or which would disqualify this corporation's qualification as an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

The By-Laws may impose other conditions of membership from time to time.

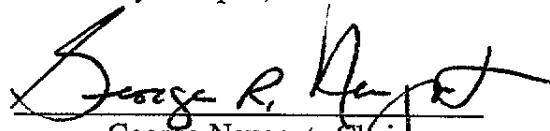
ARTICLE IX

The By-Laws of the corporation may be amended from time to time by a majority vote of the Board of Directors at any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting.

ARTICLE X

The corporation shall hold an annual meeting for members within ninety (90) days of the end of its fiscal year as determined by the Board of Directors. At such meeting Directors shall be elected or appointed in accordance with the By-Laws.

IN WITNESS WHEREOF, the undersigned have executed these Amended and Restated Articles of Incorporation this 11th day of April, 2002.


George Neugent, Chair