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TALLAHASSEE, FLORIDA

Amend

CARRIE LAVARGNA
ATTORNEY AT LAW

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PALM CITY, FLORIDA 34991

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FAX: 286-5797

December 1, 2005

Department of State
Division of Corporations
Corporate Filings
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Dear Ladies and Gentlemen:

Enclosed is the original and one copy of the Amended and Restated Articles of Incorporation of Friends of Troop 840, Inc, to be filed as a Florida not for profit corporation, and a check in the amount of \$35.00 to cover the fees for filing, registered agent and certified copy.

Please return the certified copy of the Articles to me in the self addressed stamped envelope.

Thank you.

Sincerely,

A handwritten signature in cursive script, appearing to read "Carrie Lavagna".

Carrie Lavagna
Secretary

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FRIENDS OF TROOP 840, INC.

FILED
05 DEC -2 PM 12:05
TALLAHASSEE, FLORIDA

The undersigned Officers and Directors of Friends of Troop 840, Inc., a *not-for-profit* corporation under the laws of the State of Florida, hereby amend and restate its Articles of Incorporation in their entirety as follows:

Article One: Name

The name of the corporation is "Friends of Troop 840, Inc." ("Friends of Troop 840").

Article Two: Principal Office

The principal place of business and mailing address of Friends of Troop 840 shall be 4325 SW Brookside Drive, Palm City, Florida 34990.

Article Three: Charitable Nature and Purpose

The specific nature and purpose of Friends of Troop 840 is exclusively for the charitable support of Boy Scout Troop 840 located in Martin County, Florida, , within the meaning of section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of Friends of Troop 840 shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the corporation 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 these Articles.

No substantial part of the activities of Friends of Troop 840 shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Friends of Troop 840 will not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501 (c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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Articles of Incorporation

Friends of Troop 840, Inc.

Article Four: Officers and Directors

The method of election of the officers and directors shall be as stated in the Bylaws of Friends of Troop 840.

Article Five: Initial Registered Agent and Address

The name and street address of the initial registered agent is: Carrie Lavargna, 401 East Osceola Street, Lower Level, Stuart, Florida 34994.

Article Six: Incorporator

The name and street address of the incorporator to these Articles of Incorporation is: Carrie Lavargna, 401 East Osceola Street, Lower Level, Stuart, Florida 34994.

Article Seven: Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more of the exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a court of competent jurisdiction in Martin County, Florida, exclusively for such purposes or to such organization(s) as said court shall determine, which are organized and operated exclusively for such purpose.

Article Eight: Non discriminatory Policy

Friends of Troop 840 shall not discriminate against a person or persons on the basis of race, color, or national or ethnic origin.

Article Nine: General Provisions

A. Friends of Troop 840 may transact business, borrow, lend or otherwise deal or contract to the full extent and subject only to the limitations and provisions of the laws for not-for profit corporations of the State of Florida and the laws of the United States.

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Articles of Incorporation

Friends of Troop 840, Inc.

B. Friends of Troop 840 shall indemnify each director and officer of the non-for profit corporation from and against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the corporation (whether or not he continues to be an officer or director at the time incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

The undersigned has executed these Articles of Incorporation this 29 day of November, 2005.

Carrie Lavargna
Name: Carrie Lavargna
Title: Director, Secretary

Leonard R. Norwick Jr.
Name: Leonard R. Norwick Jr.
Title: Director

David M. Colonna
Name: DAVID M. COLONNA
Title: DIRECTOR

Kenneth Tolve
Name: KENNETH TOLVE
Title: DIRECTOR

Name:
Title:

John Gordon
Name: John Gordon
Title: Vice President

William Harwood
Name: William Harwood
Title: director

David Harper
Name: DAVID HARPER
Title: DIRECTOR

Name:
Title:

Name:
Title: