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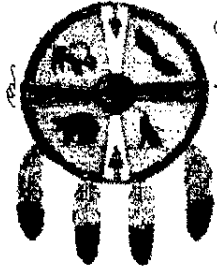
SECRETARY OF STATE
MASSACHUSETTS

Amend/Restat.

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Regist

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A Florida Non-profit corporation

615 E Ditmar Street

Pensacola, FL 32503-2362

firstnationsintertribal.com

Thelma Lewis
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314-6327

Dear Thelma,
As per our telephone conversation, please change the **Amend and Restate Articles of Incorporation** as follows:

Article VI – The current contents should be deleted, as the original article – the original incorporator – has not changed.

Article XIII – Please change this to read, “The amendments (Articles I – XIII) have been adopted by the Board of Directors – and there are no members entitled to vote on the amendments – on February 4, 2006.

If you have any questions – or if anything else is required of me – please contact me via my cell phone, 850-291-6896.

Marlene DeTienne
Secretary and Board Member
First Nations Intertribal Association, Inc.

10 March '06

Dear Sylvia,

Marlene DeTicome has been working on our Articles of Incorporation for Thirst Nations Intertribal Association, Inc. and our 501(c)3 with IRS. Would you please, when you reply, give me a number at which I can reach you. I have spent one hour on the phone waiting, listening to taped messages and being transferred when all I wanted to do was ask if I could fax this paperwork to you. Marlene is out of town for a week and she has your number but I do not.

Please help!

Thanks!

Chief George B. Dodge Sr.

615 E. DITMAR ST.

PENSACOLA, FL 32503

850-474-1842



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 28, 2006

FIRST NATIONS INTERTRIBAL ASSOCIATION, INC.
C/O GEORGE B. DODGE, SR.
615 E. DITMAR STREET
PENSACOLA, FL 32503-2362

SUBJECT: FIRST NATIONS INTERTRIBAL ASSOCIATION, INC.
Ref. Number: N05000005354

We have received your document for FIRST NATIONS INTERTRIBAL ASSOCIATION, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

If the corporation is a **PROFIT** corporation it must be signed by a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.

If the corporation is a **NOT FOR PROFIT** corporation it must be signed by the chairman or vice chairman of the board, president or other officer - if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6908.

SYLVIA GILBERT
Document Specialist

Letter Number: 306A00014174



First Nations Intertribal Association, Inc.

A Florida Non-profit corporation

615 E Ditmar Street

Pensacola, FL 32503-2362

firstnationsintertribal.com

February 4, 2006

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

Dear Sir/Madam,


I am enclosing an "Amend and Restate Articles of Incorporation" for our nonprofit corporation.

Here is what has been changed, omitted or added: Article III, *Term*, was added, Article IV [now] *Purpose* was reworded for clarity, the original Article IV, appointment of directors is now covered in our Bylaws and has been omitted, Article V is now *Registered Agent*, Article VI reflects an additional *Incorporator* with signature, and Articles VII through XII are additional articles.

If there are any questions, you can reach me at 850-474-1842, or leave a message. I will return any messages promptly.

I am also enclosing a check for \$35 for the filing fee. Thank you for your attention.

Regards,


George B. Dodge, Sr.
Registered Agent

**AMEND AND RESTATE
ARTICLES OF INCORPORATION**
for

**FIRST NATIONS INTERTRIBAL ASSOCIATION, INC.
A FLORIDA NON-PROFIT CORPORATION**

State of Florida

Escambia County

ARTICLE I NAME

The name of this Corporation is **First Nations Intertribal Association, Inc.**

ARTICLE II ADDRESS

The location and principal place of business of the Corporation is
**615 E. Ditmar Street
Pensacola, FL 32503-2362**

ARTICLE III TERM

The term for which this Corporation is to exist is **perpetual**.

ARTICLE IV PURPOSE

The purpose for which this organization is organized is

(a) for charitable and educational 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 United States Revenue Code. Notwithstanding any other provisions of these articles, this Corporation will not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code or any other corresponding provision of any future United States Revenue Code.

(b) to raise funds, gather and deliver things that will be helpful in nature to Native American people of North and South America, to raise social consciousness of the Native American Culture in the areas of art, history, psychology, anthropology – as well as current living conditions – and to promote traditional artistic and cultural endeavors that will have a beneficial influence on the quality of life of the Native American culture as a whole; and in particular, to engage tribes in the appreciation and education of traditional dance, music and other arts in order to understand and preserve their deep traditions and to bring them into personal experience and a wider consciousness.

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SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLE V REGISTERED AGENT

The name and street address of the Corporation's Registered Agent is

**George B. Dodge, Sr.
615 E. Ditmar Street
Pensacola, FL 32503-2362**

ARTICLE VI INCORPORATOR

Initial Incorporator was James A. Harmon (Pensacola, FL), who is no longer associated with the Corporation.

ARTICLE VII DIRECTORS

The names, street addresses of the current Corporate Directors are

NAME	ADDRESS
George B. Dodge Sr.	615 E Ditmar St, Pensacola, FL 32503
Lacey J Hamilton	116 S 2nd St, Pensacola, FL 32507
David Malicoat	6483 Berryhill Rd, Milton, FL 32570
Marlene DeTienne	1280 Mahogany Mill Rd, P'cola, FL 32507
Michael McCartan	1221 E Morino St, Pensacola, FL 32503

ARTICLE VIII BOARD OF DIRECTORS

The Board of Directors shall manage the activities and affairs of the Corporation. The number of directors, which shall constitute the whole board, shall be from time to time fixed by, or in the manner provided in, the Bylaws, but in no case shall number less than three.

The Bylaws of the Corporation shall have and may exercise all the powers of the Board of Directors in the management of the activities and affairs of the Corporation. However, the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of this Corporation. The Corporation may, in its Bylaws, confer power upon its Board of Directors.

The Directors of the Corporation shall not be liable to either the Corporation or its members for monetary damages for a breach of fiduciary, or other, duties. No member of the Board of Directors can be sued individually for monetary, or other, damages as a result of any business related to the Corporation.

ARTICLE IX BYLAWS

The first Bylaws of the Corporations shall be adopted by the Board of Directors and may be amended, altered or rescinded by the Board of Directors in the manner provided by such Bylaws.

ARTICLE X EARNINGS

This Corporation is a non-profit corporation. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, managers, 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 Article IV of these Articles of Incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the corporation.

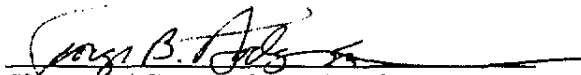
ARTICLE XI DISSOLUTION

Upon dissolution of the Corporation, assets shall be distributed for one or more 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 local government, for a public purpose. Any such assets not so disposed shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are operated exclusively for such purposes.

ARTICLE XII EFFECTIVE DATE

The effective date of this amendment shall be February 4, 2006.

IN WITNESS WHEREOF, the undersigned has executed these Amend and Restate of the Articles of Incorporation.


Signature/ George B. Dodge, Sr.

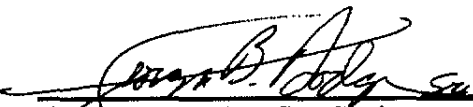
Registered Agent

First Nations Intertribal Association, Inc.


Date

ARTICLE XIII ADOPTION OF ARTICLES

The Articles (Articles I – XII) have been adopted by the Board of Directors on February 4, 2006.
There are no members entitled to vote on the amendment.



George B. Dodge, Sr., Chairman of the Board, ~~First Nations~~ Intertribal Association, Inc.