

N06000010856

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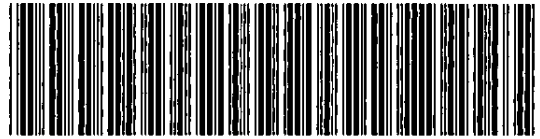
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TALLAHASSEE, FLORIDA

2008 FEB 26 PM 4:25

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*Amend
Taxes
2/26/08*

WEBB, WELLS & WILLIAMS, P.A.
Counselors and Attorneys at Law

Bradenton / Sarasota
Anna Maria Office

P.O. Box 1849
Anna Maria, FL 34216
(941) 778-7054
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CharlesHWebbEsq@aol.com

Charles H. Webb, Esq.
Dennis F. Wells, Esq.
Barry Williams, Esq.

Commercial Litigation
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Real Estate, Condemnation
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Law
Environmental / Land Use Law
Wills, Trusts and Estates

Respond to Anna Maria Office

February 21, 2008

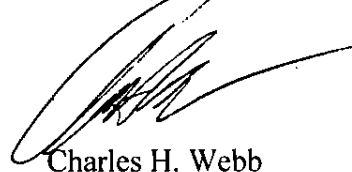
Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Amended Articles of Incorporation, Bay of Dreams, Inc.

Dear Sirs:

Please find enclosed corrected amended articles of incorporation. The first page was missing and contained the required language. I have previously attached a firm check for \$ 43.75 (\$ 35.00 for the filing of the amendment and \$ 8.75 for a certified copy of the amended articles of incorporation.) Please return the certified copy of the amended articles of incorporation to the Anna Maria Office at the above address. If you have any questions, please give me a call.

Sincerely Yours,



Charles H. Webb

Attachments

RECEIVED
2008 FEB 26 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WWW.WebbWellsWilliams.Com

Metro Orlando Office: 994 Lake Destiny Rd., Suite 102, Altamonte Springs, FL 32801



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 15, 2008

CHARLES H. WEBB, ESQ.
WEBB, WELLS & WILLIAMS, P.A.
P. O. BOX 1849
ANNA MARIA, FL 34216

SUBJECT: BAY OF DREAMS, INC.
Ref. Number: N06000010856

We have received your document for BAY OF DREAMS, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must state that there are no members or members entitled to vote.

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) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 908A00009996

WEBB, WELLS & WILLIAMS, P.A.

Counselors and Attorneys at Law

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Commercial Litigation
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Respond to Anna Maria Office

February 11, 2008

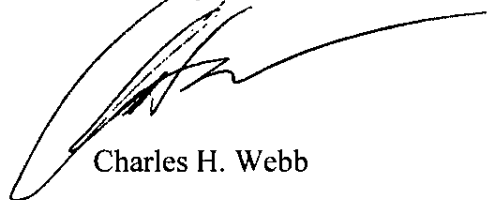
Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Amended Articles of Incorporation, Bay of Dreams, Inc.

Dear Sirs:

Please find enclosed amended articles of incorporation. I have also attached a firm check for \$ 43.75 (\$ 35.00 for the filing of the amendment and \$ 8.75 for a certified copy of the amended articles of incorporation.) I have also enclosed the 2008 annual report and a firm check for \$ 61.25. Please return the certified copy of the amended articles of incorporation to the Anna Maria Office at the above address. If you have any questions, please give me a call.

Sincerely Yours,



Charles H. Webb

Attachments
CC:

AMENDED ARTICLES OF INCORPORATION
OF
BAY OF DREAMS, INC.

The undersigned, for the purpose of amending the articles of incorporation of a nonprofit corporation under the Florida Not-For-Profit Corporation Act, Florida Statutes Chapter 617, amends the articles of incorporation on January 3, 2008. In accordance with Section 617.0721(1), Florida Statutes and as stated in the Articles of Incorporation and By Laws, the members are not entitled to vote on the Amendment of the Articles of Incorporation. The Directors make and adopt the following amended articles of incorporation:

Article

1.

Name

The name of the corporation is as follows: Bay of Dreams, Inc.

Article

2.

Address

The address of the principal office and the mailing address of the corporation is: 3909 East Bay Dr., Suite 115, Holmes Beach, FL 34217 and P.O. Box 1849, City of Anna Maria, Manatee County, State of Florida 34216.

Article

3.

Registered Office and Agent

The street address of the initial registered office of the corporation is: 3909 East Bay Dr., Suite 115, City of Holmes Beach, Manatee County, State of Florida. The name of its initial registered agent at that address is: Charles H. Webb.

Article

4.

No Members

The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

Article

5.

Not For Profit

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 U.S.C.A. § 501(c)(3) (referred to below as "code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. § 501(c)(3).

Article

6.

Duration

The duration (term) of the corporation is perpetual.

Article

7.

Purposes

The corporation is organized, and shall be operated exclusively for charitable, scientific and educational purposes, including but not limited to provide aid to people in need.

Article

8.

Powers

Solely for the above purposes, the corporation shall have the following powers:

A. To accept and distribute contributions.

B. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

C. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not-For-Profit Corporation Act, and any successor or amendment to the Florida Not-For-Profit Corporation Act.

D. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

Article
9.
Limitation

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors or officers, but 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 7 (Purposes) of these Articles.

Article
10.
Tax Exempt Status

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 U.S.C.A. § 501(a) as an organization described in 26 U.S.C.A. § 501(c)(3) and which is other than a private foundation as defined in 26 U.S.C.A. § 509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 U.S.C.A. § 501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

Article
11.
Dissolution

On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine.

For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C.A. § 170(c)(1) or 26 U.S.C.A. § 170(c)(2)(B) and is described in 26 U.S.C.A. § 509(a)(1), (2) or (3).

Article
12.
Board of Directors

There shall be a board of directors consisting of at least three individuals. The initial directors are elected by the incorporators. After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors.

ARTICLE
13.
Officers

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time and in such a manner as may be prescribed by the bylaws or by law.

Article
14.
Directors

The name and street address of each Director is as follows: Charles H. Webb, 3909 East Bay Dr. Suite 115, Holmes Beach, FL 34217.

Article
15.
Bylaws

The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

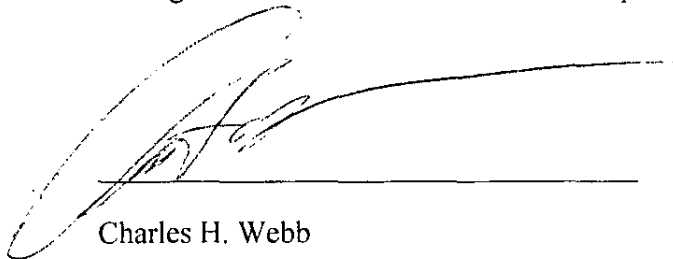
Article
16.
Amendment

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

Article
17.
Indemnification and Civil Liability Immunity

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

In, witness, the undersigned Director has signed these amended articles of incorporation on January 3, 2008.

A handwritten signature in black ink, appearing to read 'C. Webb', is written over a horizontal line. The signature is fluid and cursive.

Charles H. Webb

Bay of Dreams, Inc., Director