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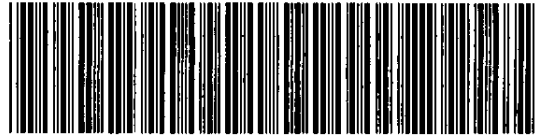
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*Amended & Resubmitted
Prd. clks*

[Signature]

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 DEC 28 PM 12:42

FILED

ROSS EARLE & BONAN, P.A.

ATTORNEYS AT LAW
ROYAL PALM FINANCIAL CENTER
SUITE 212
759 SOUTH FEDERAL HIGHWAY
STUART, FLORIDA 34994

DEBORAH L. ROSS
DAVID B. EARLE†
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KATY BOWEN MCCAMPBELL

OF COUNSEL
THOMAS K. GALLAGHER
W. MARTIN BONAN, LLC
†CERTIFIED CIVIL MEDIATOR

MAILING ADDRESS:
POST OFFICE BOX 2401
STUART, FLORIDA 34995
(772) 287-1745
FAX (772) 287-8045

October 21, 2009

Secretary of State
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301


Re: LEADWERSHIP OF MARTIN COUNTY ALUMNI FOUNDATION
FOR YOUTH, INC.

Dear Sir or Madam:

Enclosed for filing are the original Amended and Restated Articles of Incorporation for the above-captioned, along with a photocopy to be certified and returned to this office. A check in the amount of \$43.75 to cover your fee is also enclosed.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to call our office.

Sincerely,



Marya Coronato
Legal Assistant

/mc

Enclosures (as stated)
cc: Client w/o enc.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 27, 2009

ROSS EARLE & BONAN, P.A.
C/O MARYA CORONATO
POST OFFICE BOX 2401
STUART, FL 34995

SUBJECT: LEADERSHIP MARTIN COUNTY ALUMNI FOUNDATION FOR
YOUTH, INC.
Ref. Number: N07000011499

We have received your document for LEADERSHIP MARTIN COUNTY ALUMNI FOUNDATION FOR YOUTH, 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):

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.

Please provide us with an email address for this business entity. The Division of Corporations sends important reminders and notices to those business entities that have provided our office with an email address. Make sure your entity receives these helpful communications by providing our office with an active email address.

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
Regulatory Specialist II

Letter Number: 309A00034038

2009 DEC 28 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ROSS EARLE & BONAN, P.A.

ATTORNEYS AT LAW
ROYAL PALM FINANCIAL CENTER
SUITE 212
759 SOUTH FEDERAL HIGHWAY
STUART, FLORIDA 34994

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THOMAS K. GALLAGHER
W. MARTIN BONAN, LLC
†CERTIFIED CIVIL MEDIATOR

December 23, 2009

Secretary of State
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

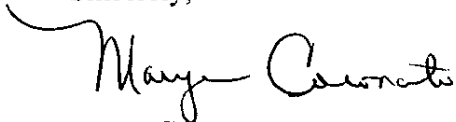
Re: LEADERSHIP OF MARTIN COUNTY ALUMNI FOUNDATION
FOR YOUTH, INC.
Letter No.: 309A00034038

Dear Sir or Madam:

Enclosed with this letter is a copy of the Division's letter and the revised, original Amended and Restated Articles of Incorporation for the above-captioned including a photocopy to be certified and returned to this office.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to call our office.

Sincerely,



Marya Coronato
Legal Assistant

/mc

Enclosures (as stated)
cc: Client w/o enc.

FILED
2009 DEC 28 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LEADERSHIP MARTIN COUNTY ALUMNI FOUNDATION
FOR YOUTH, INC.**

The purpose of these Amended and Restated Articles of Incorporation is to continue the purpose of the Articles of Incorporation as originally filed with the Department of State, Division of Corporations on November 29, 2007.

ARTICLE I – NAME

The name of this corporation is: LEADERSHIP MARTIN COUNTY ALUMNI FOUNDATION FOR YOUTH, INC.

ARTICLE II – PRINCIPAL OFFICE

The address of the principal office of the Corporation is 2400 SE Monterey Commons Boulevard, Suite 101, Stuart, Florida 34996. The mailing address of the Corporation is 1000 SE Monterey Commons Boulevard, Suite 101, Stuart, Florida 34996.

ARTICLE III – PURPOSE

The purpose for which the corporation was organized is to:

(1) Provide financial and other assistance to the youth of Martin County, Florida. To enter into, perform and carry out contracts and agreements of every kind and nature, with any person, firm, corporation or other entity, and any state, county, municipal or other governmental body, including all boards, bureaus and agencies thereof;

(2) To exercise all lawful purposes and powers set forth in the Florida Not for Profit Corporation Act which furthers the goals, objectives and purposes set forth herein;

(3) The corporation was organized exclusively for charitable, educational and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations in a manner consistent with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 as amended. The corporation shall have the right to exercise all of the powers granted by the laws of the State of Florida to corporations not for profit. The foregoing clauses shall not be held or construed in any way to limit or restrict the powers of this corporation.

ARTICLE IV – DIRECTORS

The manner of election of the directors of the Corporation shall be as set forth in the bylaws.

ARTICLE V – CORPORATE POWERS

The corporate powers of this corporation are those provided within the Articles of Incorporation, Bylaws, and Chapter 617, Florida Statutes, as amended from time to time, and specifically including those set forth in Section 617.0302, Florida Statutes.

ARTICLE VI – INITIAL REGISTERED AGENT AND ADDRESS

As set forth in the registered agent's written acceptance of his appointment, which is delivered to the Department of State, together with these articles of incorporation, the name and address of the initial registered agent for the Corporation is Gregory Nuttall, 1000 SE Monterey Commons Boulevard, Suite 101, Stuart, Florida 34996.

ARTICLE VII – INCORPORATOR

The name and street address of the original incorporator is as follows:

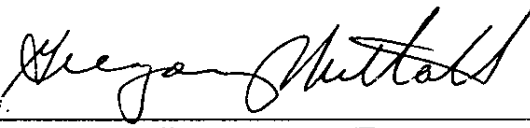
Greg Nuttall
1000 SE Monterey Commons Boulevard
Suite 101
Stuart, Florida 34996

ARTICLE VIII – DURATION

This corporation shall continue in existence until dissolved by an Order issued by a court of competent jurisdiction or until otherwise dissolved in accordance with Florida law. Upon dissolution, all assets remaining after discharging all debt, shall be distributed to one or more non-profit corporations qualified under Section 501(c) of the Internal Revenue Code, as amended.

20 The undersigned has executed these Amended and Restated Articles of Incorporation this day of October 2009.

Signed:



Gregory Nuttall, Incorporator/Treasurer

**CERTIFICATE
TO
THE AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
LEADERSHIP MARTIN COUNTY ALUMNI FOUNDATION FOR YOUTH,
INC.**

These Amended and Restated Articles of Incorporation for Leadership Martin County Alumni Foundation for Youth, Inc. were adopted by the Board of Directors and do not contain any amendments requiring membership approval.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

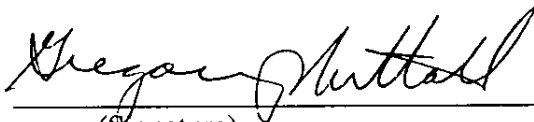
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: LEADERSHIP MARTIN COUNTY ALUMNI FOUNDATION FOR YOUTH, INC.
2. The name and address of the registered agent and office is:

Gregory Nuttall
1000 SE Monterey Commons Boulevard
Suite 101
Stuart, Florida 34996.

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with, I hereby accept the obligations of that position and to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 20 day of October 2009.


(Signature)

10-20-09
(Date)