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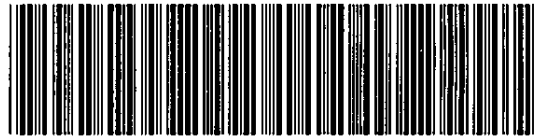
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FILED
10 APR 19 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend 4/21/10

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: BLUE WATER INITIATIVES CORP.

DOCUMENT NUMBER: N10000001901

The enclosed **Articles of Dissolution** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

David T. Price
(Name of Contact Person)
Attorney at Law
(Firm/Company)
6401 Lyons Rd.
(Address)
Coconut Creek, FL 33073
(City/State and Zip Code)

For further information concerning this matter, please call:

David T Price at (954) 426-6525
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☒ \$35 Filing Fee ☐ \$43.75 Filing Fee & Certificate of Status ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

MAILING ADDRESS:

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

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 5, 2010

DAVID PRICE
6401 LYONS RD
COCONUT CREEK, FL 33073

SUBJECT: BLUE WATER INITIATIVE CORP
Ref. Number: N10000001901

We have received your document for BLUE WATER INITIATIVE CORP and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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) 245-6916.

Carol Mustain
Regulatory Specialist II

Letter Number: 810A00008214

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
BLUE WATER INITIATIVE CORP.

FILED
10 APR 19 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III of the Articles of Incorporation for Blue Water Initiative Corp. is hereby amended as follows:

This Corporation is organized and shall be operated exclusively for charitable purposes, including for such purposes the making of distributions to qualified organizations. An organization is a "qualified organization" for purposes of these Articles only if it is described in Section 501(c) (3) and Sections 509 (a) (2) of the Internal Revenue Code of 1986, or corresponding sections of any future federal tax code. If a qualified organization ceases to be a qualified organization, this Corporation shall not make any further distributions to such organization. Further, the purpose of the corporation shall be the engagement in ocean conservation and the protection and restoration of coral reefs. The corporation shall organize programs involving volunteer members of the general public for whom the corporation will provide educational programs and who will volunteer to engage in beach cleaning and waterway cleaning. The corporation will establish free educational programs at high schools throughout the south Florida area teaching ocean conservation and protection and restoration of the coral reefs. These programs will also include scuba diving instruction programs to encourage the safe pursuit of this activity. The corporation is aware of the fact that large quantities of used vehicle tires have been dumped in the ocean off the beach in the vicinity of Fort Lauderdale, Florida. The corporation will in the future establish a salvage dive team for the removal of these discarded tires which have served to damage the ocean and the reefs. Finally, the corporation has developed a process to create coral reefs and to actually grow coral and these processes will be implemented by the corporation.

ARTICLE VIII CHARITABLE RESTRICTIONS AND LIMITATIONS shall be added to the Corporate Charter as follows:

1. No part of the net earnings of BLUE WATER INITIATIVE CORP. shall enure to the benefit of or be distributed to its governing Board of Directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payment and distribution in furtherance of the purposes set forth in Article III hereof.

2. The Corporation shall not attempt to influence legislation as a substantial part of its activities, nor shall it participate to any extent in any political campaign for or against any candidate for public office.

3. It is intended that this Corporation shall have the status of a Corporation which is exempt from Federal income taxation under Section 501 (a) of the Internal Revenue Code, as an

organization described in Section 501 (c) (3) of the Code, and described in section 509 (a) (3) of the Code. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly.

4. At no time shall the Board of Directors of the Corporation be constituted so as to be controlled directly or indirectly by one or more disqualified persons with respect to the Corporation (as defined in Section 4946 of the Code) other than "foundation managers" as defined by the Code.

ARTICLE IX shall be added to the Corporate Charter of Blue Water Initiative Corp. as follows:

In the event of dissolution of BLUE WATER INITIATIVE CORP., the residual assets of the Corporation will be distributed to one or more other qualified organizations provided they are at the time exempt organizations described in Sections 501 (c) (2) and 509 (a) (1) or 509 (a) (2) of the Internal Revenue Code of 1986 or corresponding sections made prior or in the future to the Internal Revenue Code.

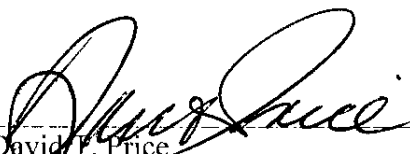
The undersigned Assistant Secretary of the Corporation hereby states that at a meeting of the Officers and Directors duly noticed and held on March 23, 2010 at which meeting of the Officers and Directors of the Corporation were present, the foregoing Amendments to the Articles of Incorporation of BLUE WATER INITIATIVE CORP. were approved by unanimous vote of the Officers and Directors of the Corporation then and there present.


DAVID T. PRICE
Assistant Secretary

CERTIFICATION

I hereby certify as Assistant Secretary of BLUE WATER INITIATIVE CORP. that there are no Members of the Corporation entitled to vote on the Articles of Amendment and that at a meeting of the Board of Directors duly noticed and held on March 23, 2010 at which meeting of the Board of Directors all of the Directors of the Corporation were present, the foregoing Amendments to the Articles of Incorporation of BLUE WATER INITIATIVE CORP. were adopted by unanimous vote of the Directors of the Corporation then and there present.

Dated: 4-15-2010



David F. Price
Assistant Secretary