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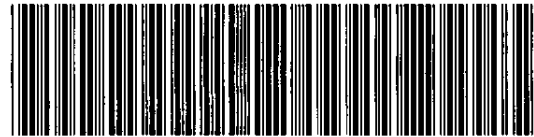
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*Amend*

12/13/10--01019--018 \*\*35.00

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2010 DEC 13 PM 1:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*ASR  
12/15/10*

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: BLUE WATER INITIATIVE CORP.

DOCUMENT NUMBER: N10000001901

The enclosed *Articles of Amendment* 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 Road

(Address)

Coconut Creek, FL 33073

(City/ State and Zip Code)

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

David T. Price

(Name of Contact Person)

at ( 954 ) 426-6525

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
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☐ \$52.50 Filing Fee  
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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

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

2010 DEC 13 PM 1:55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

- a. Said organization is organized exclusively for charitable, religious, educational, and scientific 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 corresponding section of any future federal tax code.
- b. Upon the 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 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 of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII CHARITABLE RESTRICTIONS AND LIMITATIONS shall be amended to the Corporate Charter BLUE WATER INITIATIVE CORP. 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.

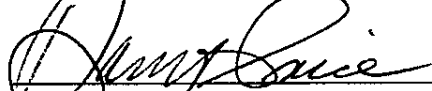
2. The Corporation shall not attempt to influence legislation as a substantial part of its activities, nor shall it participate to any extent in any political campaign for or against any candidate for public office.

3. The third and fourth paragraphs of Article VIII are eliminated from the corporate charter of Blue Water Initiative Corp.

ARTICLE IX is eliminated from the Corporate Charter of Blue Water Initiative Corp.

The undersigned Assistant Secretary of the Corporation hereby states that at a meeting of the Officers and Directors duly noticed and held on December 6, 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. The foregoing Amendments were adopted and were to take effect on December 6, 2010.

~~There are no members.~~

A handwritten signature in cursive script, appearing to read "David T. Price", is written over a horizontal line.

DAVID T. PRICE

Assistant Secretary