

Division of Corporations

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UPPER KEYS FOUNDATION, INC.**

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**AMENDMENT TO
ARTICLES OF INCORPORATION
OF
UPPER KEYS FOUNDATION, INC.**

WHEREAS, the Articles of Incorporation of UPPER KEYS FOUNDATION, INC. were filed with and approved by the Secretary of State of the State of Florida on the 22nd day of July, 2011; and

WHEREAS, it is the intention of all of the directors of UPPER KEYS FOUNDATION, INC. that the Articles of Incorporation of UPPER KEYS FOUNDATION, INC. be amended in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed amendment to the Articles of Incorporation of UPPER KEYS FOUNDATION, INC. hereinafter set forth was approved by all of the directors of UPPER KEYS FOUNDATION, INC., pursuant to the provisions of Florida Statutes, Section 617.1006, on the 30th day of August, 2011. There are no members to vote on the amendment; and

WHEREAS, the approval of the Secretary of State of the State of Florida of the proposed amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of UPPER KEYS FOUNDATION, INC. are hereby amended by deleting in its entirety the present Article V and by substituting therefor the following, to-wit:

"ARTICLE V

(a) All corporate powers shall be exercised by or under the authority of, and the affairs of this corporation shall be managed by, a Board of Directors.

(b) The names and addresses of the initial members of the Board of Directors of the corporation and their officer positions are as follows:

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- (1) George Hertel - President
136 Seashore Drive
Islamorada, Florida 33036
- (2) Barnaby Rich - Vice President
212 Preston Street
Islamorada, Florida 33036
- (3) James Mooney
150 Ted Williams Way
Islamorada, Florida 33036
- (4) Paul S. Grewe - Secretary
157 Coconut Row
Tavernier, Florida 33070
- (5) Randall Baad
89240 Overseas Highway, #6
Tavernier, Florida 33070

IN WITNESS WHEREOF, this Amendment to Articles of Incorporation is hereby executed on behalf of UPPER KEYS FOUNDATION, INC., by its President this 30th day of August, 2011.

UPPER KEYS FOUNDATION, INC.

By:


George Hertel, President

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