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GUNSTER

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
MARINE INDUSTRIES ASSOCIATION OF PALM BEACH COUNTY, INC.  
A Florida Not For Profit Corporation**

*I, the undersigned President, for the purpose of amending and restating the Articles of Incorporation for Marine Industries Association of Palm Beach County, Inc. (the "Corporation") a corporation under Sections 617.1001, 617.1002, and 617.1007 of the Florida Not For Profit Corporation Act (the "Act"), do hereby execute the following Amended and Restated Articles of Incorporation, and certify as follows:*

**ARTICLE I      NAME**

The name of the Corporation shall be: Marine Industries Association of Palm Beach County, Inc.

**ARTICLE II      PRINCIPAL OFFICE**

The principal place of business of the Corporation shall be:

1940 BROADWAY  
RIVIERA BEACH FL 33404

**ARTICLE III      MAILING ADDRESS**

The mailing address of the Corporation shall be:

P.O. BOX 10576  
RIVIERA BEACH FL 33419

**ARTICLE IV      PURPOSES**

1. The Corporation is not-for-profit and is organized as a business league as described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law (the "Code"). The Corporation shall have the power to engage in any activity permitted under the Act.

2. No part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any

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of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

3. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(6) of the Code.

4. Upon the dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation by distributing such assets to such organization or organizations organized and operated exclusively for charitable purposes that shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the Corporation shall determine.

ARTICLE V ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed shall be as provided in the Bylaws. There shall be no change in the current directors upon the filing of these Amended and Restated Articles of Incorporation.

ARTICLE VI MEMBERSHIP

The Corporation shall not have members.

ARTICLE VII REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent are:

ALYSSA A FREEMAN  
1940 BROADWAY  
RIVIERA BEACH FL 33404 US

In accordance with Section 617.1002 and the Corporation's Articles of Incorporation, these Amended and Restated Articles of Incorporation have been approved by a majority of the Members at the annual meeting of the Members of the Corporation on March 23, 2011.

By: 

George Carter, President

Date: March 23, 2011