

N12786  
FRESE, NASH & HANSEN, P.A.  
ATTORNEYS AT LAW

Gary B. Frese † ◇  
Charles Ian Nash \* §  
Gregory S. Hansen †  
J. Patrick Anderson †  
Laura L. Anderson \*  
Patrick F. Roche  
Stephen P. Heuston \*  
Allan P. Whitehead  
Lisa L. Hogreve  
Christina B. Sutch

930 S. Harbor City Boulevard  
Suite 505  
Melbourne, Florida 32901

(321) 984-3300  
Fax (321) 951-3741

December 30, 1999

† Board Certified in Taxation  
\* Board Certified in Wills,  
Trusts & Estates  
‡ Board Certified in Civil Trial Law  
◇ Board Certified in Real Estate Law  
§ Fellow, American College of Trust  
and Estate Counsel

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

800003086908--7  
-01/04/00--01023--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Columbus Club of Sebastian, Inc.  
Our File No. 99-1842

Dear Sir or Madam:

Enclosed please find an original plus one copy of the Articles of Amendment to Articles of Incorporation for the above-referenced corporation. Also enclosed is this firm's check in the amount of \$35.00 representing the filing fee for same. Please confirm to the undersigned in writing that this Amendment has been filed.

Should you have any questions, please do not hesitate to contact my office.

Sincerely,

FRESE, NASH & HANSEN, P.A.

J. Patrick Anderson

FILED  
00 JAN -4 PM 4: 33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JPA:sld  
Enclosures

at 1-13 and

**AMENDMENT AND RESTATEMENT OF THE  
ARTICLES OF INCORPORATION  
FOR  
COLUMBUS CLUB OF SEBASTIAN, INC.  
A Florida Not-for-Profit Corporation**

This is an amendment and restatement of the Articles of Incorporation for Columbus Club of Sebastian, Inc. (the "Corporation") filed with the Florida Department of State on December 30, 1985, as amended pursuant to Articles of Amendment filed with the Florida Department of State on February 9, 1989 and as further amended pursuant to Articles of Amendment filed with the Florida Department of State on December 12, 1991. This Amendment and Restatement of the Articles of Incorporation was adopted by the members of the Corporation on December 30, 1999, and the number of votes cast for this Amendment and Restatement was sufficient for approval.

**ARTICLE I**

The name of this Corporation is Columbus Club of Sebastian, Inc.

**ARTICLE II**

This Corporation shall commence upon the execution of these Articles and shall exist perpetually.

**ARTICLE III**

The purpose of this Corporation is to operate exclusively for charitable, religious and educational 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.

**FILED**  
00 JAN -4 PM 4:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### **ARTICLE IV**

The street and mailing address for the principal place of business of the Corporation is 7701 Gibson Street, Sebastian, Florida 32950.

#### **ARTICLE V**

The name and address of the Corporation's registered agent are: J. Patrick Anderson, 930 S. Harbor City Boulevard, Suite 505, Melbourne, Florida 32901.

#### **ARTICLE VI**

The Board of Directors of the Corporation shall consist of eleven (11) Directors. The number of Directors may be either increased or diminished from time to time by the members, but shall never be less than three (3). The manner of electing Directors shall be provided for in the Bylaws of the Corporation.

#### **ARTICLE VII**

The officers of the Corporation shall be a president, vice president, secretary and treasurer. The manner of electing officers shall be provided for in the Bylaws of the Corporation.

#### **ARTICLE VIII**

The name and address of the person signing these articles are: Paul R. Wolff, P.O. Box 187, Roseland, Florida 32957

#### **ARTICLE IX**

Terms of membership in the Corporation shall be provided for in the Bylaws of the Corporation.

## **ARTICLE X**

No substantial part of the activities of this Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal internal revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding provision of any future federal internal revenue law).

## **ARTICLE XI**

The Corporation shall have the power to sue and to be sued, to hold, receive, lease and purchase such real estate and personal property as may be requisite and expedient for its purposes, and to sell, lease, encumber and dispose of such property. It shall have all other powers granted to non-stock, non-profit corporations by the general laws of this State, provided, however the Corporation shall not carry on any activities or shall it have any powers prohibited to an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of the corresponding section of any future United States Internal Revenue Law. In particular, but without limitation of the foregoing, the Corporation shall not have or issue shares of stock or pay dividends, no part of its earnings or assets shall inure to the benefit of or be distributable to its members, directors, officers, or other private personal, except that it shall be authorized to pay reasonable

compensation for services rendered and to make payments and distributions in furtherance of its authorized purpose.

## **ARTICLE XII**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, distribute all assets of the Corporation exclusively for the purposes set forth in Article III hereof to an organization, or organizations, organized and operated exclusively for charitable, educational, religious or scientific purposes as an exempt organization, or organizations, under Section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future federal revenue law) or to the federal government or state or local government for a public purpose, as the Board of Directors shall determine.

**IN WITNESS WHEREOF**, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 30th day of December, 1999.

Columbus Club of Sebastian, Inc.

By: Paul R. Wolff  
Paul R. Wolff, President

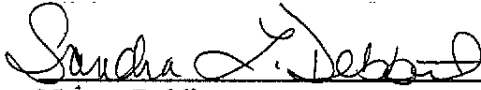
I hereby declare that I am familiar with and accept the duties and responsibilities as registered agent for said Corporation.

J. Patrick Anderson  
J. Patrick Anderson  
Registered Agent

**STATE OF FLORIDA }  
COUNTY OF BREVARD }**

**I HEREBY CERTIFY** that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared Paul R. Wolff to me known to be the person described in the foregoing Amendment and Restatement of the Articles of Incorporation or who produced Sandra L. Debbert's license as identification or is personally known to me and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to this Amendment and Restatement of the Articles of Incorporation.

**WITNESS** my hand and official seal in the County and State aforesaid this 30th day of December, 1999.

  
\_\_\_\_\_  
Notary Public

articles\columbus.nfp

