

N 19918

P. O. Box 161
Stonington, Maine 04681

FILED

02 JUL 29 PM 1:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 26, 2002

Florida Department of State
Amendment Section, Divisions of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-07/29/02--01032--002
*****43.75 *****43.75

Dear Sirs:

Enclosed is an application for a change in name of the corporation National Family Foundation to Character Council of Collier County. While still operating within the broad purposes for which the Foundation was organized: "exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501 (C) (3), the change of name reflects a concentration on one of the local issues we have been working on for the past several years rather than continuing a national focus.

Attached is a copy of the amended and restated Articles of Incorporation and the Certificate of Adoption of Amendments to Articles of Incorporation.

From now until October 14, I can be reached at 207-367-5506 and the address is P. O. Box 161, Stonington, ME 04681.

After October 14, my telephone number is 239-594-7754 and the address is 702 Bob White Lane, Naples, FL 34108.

Enclosed is a check for \$43.75, the filing fee for the articles of amendment plus the fee for a certified copy of the amendment.

Sincerely,

Barbara M. Hattemer

Barbara M. Hattemer
President, National Family Foundation
and Character Council of Collier County

Barbara Hattemer
GAVE
AUTHORIZATION BY PHONE TO
CORP. SEC. *corp. sec.*
DATE *8/3/02*
DOC. EXAM *CS*

Amend & Restated/NC

FILED

02 JUL 29 PM 1:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION
FOR
CHARACTER COUNCIL OF COLLIER COUNTY, INC.
(FORMERLY KNOWN AS NATIONAL FAMILY FOUNDATION, INC.)

Pursuant to the Florida Statute § 617, the Articles of Incorporation for the National Family Foundation, Inc. are amended in their entirety and shall henceforth read as follows, which shall be the Amended and Restated Articles of Incorporation.

ARTICLE I
NAME

1. The name of this corporation shall be the Character Council of Collier County, Inc., whose address is 702 Bob White Lane, Naples, Florida 34108. For convenience, this corporation shall be referred to in this instrument as the "Council."

ARTICLE II
DURATION

2. The term of existence of the Council shall be perpetual.

ARTICLE III
PURPOSE

3. The purposes for which the Council is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended ("Code"). Within the aforesaid framework, the specific purpose for which the Council is formed is to promote character training and development in Collier County, Florida, conducting any activities consistent with said purpose.

ARTICLE IV
POWERS

4. The Council shall have all of the common law and statutory powers of a Corporation not-for-profit that are not in conflict with these Articles.

ARTICLE V
LIMITATION AND RESTRICTIONS ON POWERS

5. No part of the net earnings of the Council shall inure to the benefit of, or be distributable to, its directors, officers, or any other private individual or entity, except that the Council shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Council shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(b) of the Code. The Council shall not participate in, nor 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 Council 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 Code or (b) by a corporation, the contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VI
DIRECTORS

6. The affairs of the Council will be managed by a Board of Directors. The members of the Board of Directors and their qualifications to serve as Directors shall be set forth in the Bylaws, but in no case shall there be less than three (3) Directors. Vacancies on the Board of Directors may be filled by the remaining members of the Board. The names and addresses of

the members of the Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are set forth in the attached Exhibit A.

ARTICLE VII MEMBERS

7. The membership of the Council shall be all of those persons serving as current directors and such other persons as the Board of Directors designate. Membership for non-Board of Directors members shall terminate each year immediately after the election of the Board of Directors, at which time the new Board of Directors shall, if they choose, appoint non-director members.

ARTICLE VIII OFFICERS

8. The affairs of the Council shall be managed, subject to Board of Director directives, by the officers whose offices are established in the Bylaws. The officers shall be elected by the Board of Directors and shall serve at the pleasure of the Board.

ARTICLE IX INDEMNIFICATION

9. Every director and every officer of the Council shall be indemnified by the Council against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Council, whether or not he is director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Council. The foregoing right

of indemnification shall be in addition to and not exclusive of all other rights to which such director and officer may be entitled.

ARTICLE X BYLAWS

10. The Bylaws of the Council shall be adopted by the Board and may be altered, amended or rescinded by the Board in the manner provided for in the Bylaws.

ARTICLE XI AMENDMENTS TO THE ARTICLES OF INCORPORATION

11. Amendments to Articles of Incorporation shall be proposed and adopted in the following manner:

11.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

11.2 A resolution for the adoption of a proposed amendment may be proposed by either a member of the Board of Directors of the Council or by the members of the Council. Directors not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided such approval is delivered to the Secretary at or prior to the meeting. To be adopted, a proposed amendment must be approved by a majority of the entire Board of Directors.

ARTICLE XII REGISTERED AGENT

12. The Registered Agent of the Council is Barbara M. Hattemer, whose address is 702 Bob White Lane, Naples, Florida 34108.

ARTICLE XIII

13. Upon dissolution of the Council, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Council, dispose of the assets of the


Council exclusively for the purposes of the Council in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Trustees shall determine. Any assets not so disposed shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to an organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

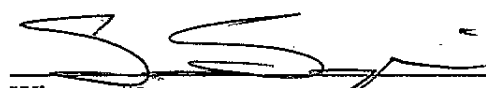
ARTICLE XIV

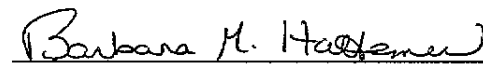
14. All of the other Articles of the Articles of Incorporation are deleted and of no further force and effect.

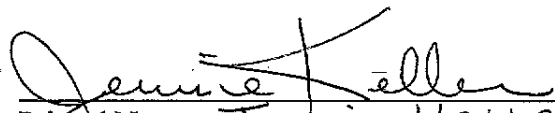
IN WITNESS WHEREOF, we have set our hands and seals this 19 day of June, 2002, at Naples, Florida.

WITNESSES AS TO BOTH:


Witness #1
Vincenzo Rosanelli
Printed Name Witness #1


Witness #2
SEAN SIMPSON
Printed Name Witness #2


BARBARA M. HATTEMER
President


Printed Name: JENNIE KELLER
Secretary

ACCEPTANCE BY REGISTERED AGENT

FOR

THE CHARACTER COUNCIL OF COLLIER COUNTY, INC.

(FORMERLY KNOWN AS NATIONAL FAMILY FOUNDATION, INC.)

Having been designated as the Registered Agent of the above-named corporation to accept service of process for said corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity and agree to comply with the provisions of all Statutes relating to the proper and complete performance of my duties, and I am familiar with, and accept the obligations of, my position as Registered Agent.

Barbara M. Hattermer
By: Barbara M. Hattermer
Registered Agent

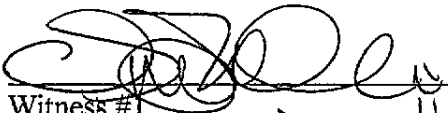
DATE: June 19, 2002

**CERTIFICATE OF ADOPTION OF AMENDMENTS
TO ARTICLES OF INCORPORATION**

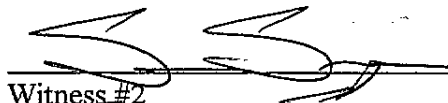
The undersigned President and Secretary for National Family Foundation, Inc. Charter Number N19918 do hereby certify that a special meeting of the Board of Directors and of the Members was held on the 19 day of June, 2002, at Naples, Florida; and at such meeting, it was unanimously resolved that the attached Amended and Restated Articles of Incorporation be adopted in accordance with Florida Statutes §§ 617.1001, 617.1002, 617.1006 and 617.1007. Such Amended and Restated Articles of Incorporation change the corporate name to Character Council of Collier County, Inc.


IN WITNESS WHEREOF, we have set our hands and seals this 19 day of June, 2002, at Naples, Florida.

WITNESSES AS TO BOTH:


Witness #1
Simone Rosarelli
Printed Name Witness #1

Barbara M. Hattemer
BARBARA M. HATTEMER
President


Witness #2
SEAN SIMPSON
Printed Name Witness #2


Printed Name: JENNIE KELLER
Secretary

STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, an officer duly authorized to administer oaths and take acknowledgments, personally appeared BARBARA M. HATTEMER, as President, and Jennie Keller, as Secretary, who are personally known to me and who upon being sworn stated that they signed and executed the foregoing Amended and Restated Articles of Incorporation for the uses and purposes therein set forth.

WITNESS my hand and official seal at Naples, Florida on this the 19 day of June, 2002.



Sara Magnusson
NOTARY PUBLIC
Sara Magnusson
Typed or printed name of notary
MY COMMISSION EXPIRES:

EXHIBIT A:

**Character Council of Collier County, Inc.
Board of Directors
June 18, 2002**

<u>Name and Address:</u>	<u>Phone:</u>	<u>Fax:</u>	<u>E-mail:</u>
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BOARD OF DIRECTORS:

Mrs. Barbara Hattermer, President 702 Bob White Lane Naples, FL 34108 Summer address: P.O. Box 161 Stonington, ME 04681	594-7754 (207) 367-5506	566-8908	barbhat@inf.net
Lt. Karen Strickland, V. President 788 Park Shore Drive #C35 Naples, FL 34103	649-8007 (H) 793-9178 (W)	793-9168	KCS258@aol.com
Mrs. Jennie Keller, Secretary 4441 15 th Avenue, S.W. Naples, FL 34116	352-9078	352-9078	kenjennie@aol.com
Mrs. Theresa Abraham-Whalley 11740 Quail Village Way Naples, FL 34119	591-8919	348-4437 (husband's fax)	

HONORARY BOARD OF DIRECTORS:

Mrs. Linda Abbott Collier County School Board 1306 28 th Ave. N. Naples, FL 34103	649-4286(H) 436-6421		
Mike Minozzi City of Marco Island Councilman 250 Fiji Court Marco Island, FL 34145	642-2031		
Burt Saunders Florida State Senator 3301 East Tamiami Trail, Building F, Suite 304 Naples, FL 34112	417-6220		