

**Financial
Planning
Consultant**

Registered
Investment
Advisor

ARLENE R. FOREMAN

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Chartered Financial Consultant
Certified Financial Planner®

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N23848

FILED
00 FEB 25 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

January 20, 2000

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The Southwest Florida Society of the ICFP has amended and is restating its Articles of Incorporation and changing its name to the Financial Planning Association of Southwest Florida, Inc. Also, the IAFP Chapter of Southwest Florida is dissolving. Enclosed are the following documents intended to effectuate the necessary changes:

- Articles of Amendment and Restatement to Articles of Incorporation for the Southwest Florida Society of the ICFP *FEIN 59-2866257*
- Articles of Dissolution for the IAFP Chapter of Southwest Florida *FEIN 59-237504X*
- Two checks payable to the Department of State for \$42.50 each to cover the following
 - \$35.00 filing fee for Articles of Amendment and restatement for the Southwest Florida Society of the ICFP
 - \$ 8.75 for a certified copy of the Articles of Amendment and Restatement of the Southwest Florida Society of the ICFP
 - \$ 8.75 for a Certificate of Status for the Financial Planning Association of Southwest Florida, Inc.
 - \$35.00 filing fee for Articles of Dissolution of the IAFP Chapter of Southwest Florida
 - \$ 8.75 for a certified copy of the Articles of Dissolution of the IAFP Chapter of Southwest Florida
 - \$ 8.75 for a Certificate of Status for the IAFP Chapter of Southwest Florida

All of the above should be sent to me at the address above:

Arlene R. Foreman

Arlene R. Foreman
Secretary
Financial Planning Association of Southwest Florida, Inc.

10-4214

Amended & Restated Art. E N/C

V. SHEPARD MAR 1 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 17, 2000

ARLENE R. FOREMAN
4841 SPRINGLINE DRIVE
FORT MYERS, FL 33919-4607

SUBJECT: SOUTHWEST FLORIDA SOCIETY OF THE INSTITUTE OF
CERTIFIED FINANCIAL PLANNERS, INC.
Ref. Number: N23848

We have received your document for SOUTHWEST FLORIDA SOCIETY OF
THE INSTITUTE OF CERTIFIED FINANCIAL PLANNERS, INC. and your
check(s) totaling \$42.50. However, the enclosed document has not been filed
and is being returned for the following correction(s):

✓ A post office box is not an acceptable address for the registered agent.

Please return your document, along with a copy of this letter, within 60 days or
your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call
(850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 600A00008448

FEB 19 2000

*Revised document attached
2/21/00
Arlene Foreman*

1/6/00

**ARTICLES OF AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF THE
SOUTHWEST FLORIDA SOCIETY
OF THE INSTITUTE OF CERTIFIED FINANCIAL PLANNERS, INC.**

FILED
00 FEB 25 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida Not for Profit Corporation adopts the following Articles of Amendment and Restatement of its Articles of Incorporation. The Articles of Incorporation are hereby amended to ready in its entirety as follows:

Article I
Corporate Name

The name of the Corporation is
THE FINANCIAL PLANNING ASSOCIATION OF SOUTHWEST FLORIDA, INC.

Article II
Principal Office

The principal place of business and mailing address of this corporation shall be Anders and Anders, Inc., 17230 S. Tamiami Trail, Suite 9, Fort Myers, FL 33908.

Article III
Objects and Purposes

The purpose of the Chapter is to serve the needs of its members and to establish the value of financial planning and the success of the financial planning profession. In furtherance of that purpose, the Chapter shall devote its efforts to develop programs and services which appeal to its members including but not limited to educational classes and seminars, regular Chapter meetings, chapter and state government affairs, public relations and public affairs. In addition, the Chapter recognizes its primary obligation to represent, promote and sponsor activities, programs and services of the Financial Planning Association.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in Section 501(c)(6) of the Code, or cause it to lose such exempt status.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article.

Article IV
Directors

The corporate powers and management of the Corporation shall be vested in and exercised by a Board of Directors. The Directors and Officers shall be elected by the members attending and voting, pursuant to the provisions of the bylaws then in effect.

The Directors serving pursuant to these Amended and Restated Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
John Kingston	6700 Winkler Rd. #2, Fort Myers, FL 33919
Anthony Curatolo	4001 Tamiami trail North, Suite 101, Naples, FL 34103
Arlene R. Foreman	4841 Springline Dr., Fort Myers, FL 33919
James Applegate	6700 Winkler Rd. #2, Fort Myers, FL 33919
J. Corey Vertich	1510 Royal Palm Square Blvd., Fort Myers, FL 33919
Suzanne Low	5051 Castello Dr., Naples, FL 34103
Richard Groff	2640 Golden Gate Pkwy., Naples, FL 34105
Wayne Sakamoto	2664 White Cedar Lane, Naples, FL 34109
Ann Stickford	850 Park Shore Dr., Suite 100, Naples, FL 34103

Article V
Officers

The Corporation shall have such officers as may from time to time be prescribed by the bylaws. Their terms of office and the manner of their designation or selection shall be determined according to the bylaws then in effect.

Article VI
Registered Office and Registered Agent

The name of the registered agent is James H. Anders, whose address is c/o Anders and Anders, 17230 S. Tamiami Trail, Suite 9, Fort Myers, Florida 33908.

Article VII
Period of Duration

This Corporation shall exist in perpetuity.

Article VIII
Powers & Limitations

In furtherance of the preceding objects and purposes, the Corporation shall have and may exercise all of the rights, powers, privileges, and immunities now or subsequently conferred upon nonprofit corporations organized under the laws of the State of Florida.

Article IX
Membership

The Corporation shall have such categories of members whose rights and privileges are set forth in the bylaws.


Article X
Dissolution

Upon any liquidation, dissolution, or winding up of the Corporation, the Board of Directors shall, After paying or adequately providing for the payment of all the obligations and liabilities of the Corporation, dispose of all the assets owned by the Corporation by transferring such assets exclusively to the Financial Planning Association, a District of Columbia nonprofit corporation. Any of such assets not so disposed of shall be disposed of by a court of appropriate jurisdiction exclusively for such exempt purposes or to such organization or organizations which are organized and operated exclusively for such exempt purposes, as such Court shall determine. In the event of termination of the Corporation's relationship with the Financial Planning Association, the Corporation shall dissolve and distribute its assets in accordance with its Affiliation Agreement with the Financial Planning Association.

Article XI
Indemnification

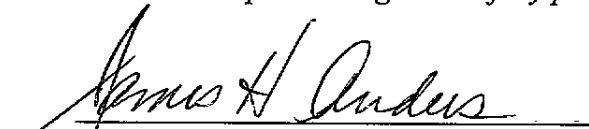
The Corporation shall indemnify its directors, officers, employees and agents.

IN WITNESS WHEREOF, the Secretary of this Corporation hereby attests that these Amended and Restated Articles of Incorporation were adopted on January 20, 2000, by the members and the number of votes cast for the amendment was sufficient for approval.


Arlene R. Foreman, Secretary

Dated: 1/20/00

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further 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.


Signature/Registered Agent

Date: 01-20-2000