CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

N44130

Boys + Girls Club
of Collier County,
Florida, Inc.

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Name Availability	9/9/97
Document Examiner	
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Update Verifyer	
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X00789, 01048, 00672

Signature

Requested by:

Kim 9/5 11:10

Name Date Time

Walk-In ____ Will Pick Up ____

___ Art of Inc. File ___ Amended & Restated Articles
___ LTD Partnership File ___
___ Foreign Corp. File ___
___ L.C. File ___
___ Fictitious Name File ___
___ Trade/Service Mark ___
___ Merger File ___
✓ Art. of Amend. File ___
___ RA Resignation ___
___ Dissolution / Withdrawal ___
___ Annual Report / Reinstatement ___
___ Cert. Copy ___
___ Photo Copy ___
___ Certificate of Good Standing ___
___ Certificate of Status ___
___ Certificate of Fictitious Name ___
___ Corp Record Search ___
___ Officer Search ___
___ Fictitious Search ___
___ Fictitious Owner Search ___
___ Vehicle Search ___
___ Driving Record ___
___ UCC 1 or 3 File ___
___ UCC 11 Search ___
___ UCC 11 Retrieval ___
___ Courier ___

FILED
97 SEP -5 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 SEP -5 AM 10:33
DIVISION OF CORPORATIONS

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 5, 1997

Corrected

Capital Connection, Inc.
417 E. Virginia Street
Suite 1
Tallahassee, FL 32302

SUBJECT: GIRLS INCORPORATED OF COLLIER COUNTY
Ref. Number: N44130

We have received your document for GIRLS INCORPORATED OF COLLIER COUNTY and your check(s) totaling $87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval; the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 997A00044495

RECEIVED
97 SEP -8 AM 11:39
DIVISION OF CORPORATION

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

BOYS & GIRLS CLUB OF COLLIER COUNTY, FLORIDA, INC.

(Formerly known as Girls Incorporated of Collier County)

97 SEP -5 AM 10:31
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1007 of the Florida Statutes, the Articles of Incorporation of Boys & Girls Club of Collier County, Florida, Inc., a Florida corporation not for profit, which was originally incorporated under the name Girls Incorporated of Collier County on August 6, 1984, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1002, Florida Statutes, and there is no discrepancy between the Corporation's Articles of Incorporation as heretofore amended and the provisions of these Amended and Restated Articles other than the inclusion of amendments adopted pursuant to Section 617.1002 and the omission of matters of historical interest. The amended and Restated Articles of Incorporation of Boys & Girls Club of Collier County, Florida, Inc., shall henceforth be as follows:

ARTICLE I - NAME

The name of the corporation, which was formerly known as Girls Incorporated of Collier County is now Boys & Girls Club of Collier County, Florida, Inc., herein referred to as the "Corporation", and the current address of its principal office is 2801 County Barn Road, Naples, Florida 34112, and its post office address is P.O. Box 8896, Naples, Florida 34101-8896.

ARTICLE II - EFFECTIVE DATE

These Amended and Restated Articles of Incorporated and the change of corporate name shall be effective on September 1, 1997.

ARTICLE III - TERM

The term of the Corporation shall be perpetual.

ARTICLE IV - PURPOSE

Section 1. The purposes for which the Corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States law.

Section 2. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of

1986 or the corresponding provision of any future United States Internal Revenue law.

Section 3. In accordance with Section 1 and Section 2, the mission of the Corporation shall be to help boys and girls of all backgrounds, with special concern for those from disadvantaged circumstances, to promote the health, social, educational, vocational, and character development of boys and girls, and to develop the qualities needed to help them become responsible citizens and leaders, irrespective of race, color, creed or national origin

Section 4. The Corporation shall have the power to receive, invest and disburse funds; to mortgage, lease, pledge or otherwise negotiate for and deal in all types of real and personal property which may be adaptable, suitable, necessary or required for effectuating and consummating the objects and purposes of the Corporation.

Section 5. No part of the income or assets of this Corporation shall inure to the benefit of any private individual or member.

Section 6. This Corporation is organized for nonprofit purposes and shall have no capital stock, its object and purpose being solely of a benevolent character, and not for individual pecuniary gain or profit to any member or other individual.

Section 7. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, as amended, or to the federal, State, or local government for exclusive public purpose.

ARTICLE V - BYLAWS

The Board of Directors shall have the power to adopt Bylaws regulating the affairs and prescribing the duties of the officers, Directors, Executive Committee, and the Executive Director of the Corporation and any committees deemed necessary or appropriate by the Board of Directors which Bylaws shall not be inconsistent with these Articles of Incorporation. The Bylaws of the Corporation may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI - MEMBERSHIP

Section 1. Any adult resident of Collier County who has attained the age of majority may become a member of the Corporation.

Section 2. In the beginning, the membership of the Corporation shall consist of those persons who have associated together to form the Corporation.

Section 3. At any regular meeting of the Board of Directors or special or annual meeting thereafter, the Board of Directors may may elect additional members by a majority vote of the members of the Board of Directors present and voting at the meeting.

Section 4. Membership shall be for a three year term or until a member is dropped for non-attendance at meetings or removed for other cause in accordance with the Bylaws.

Section 5. Any member may be removed from membership in accordance with the Bylaws in effect from time to time.

Section 6. Advisory memberships or honorary memberships are authorized. Such memberships may be granted by the Board of Directors under such terms and conditions as they deem advisable or as provided for in the Bylaws. Honorary memberships and advisory memberships shall not have any voting rights, nor shall they serve on the Board of Directors or as an officer.

Section 7. Meetings shall be held at the time and place fixed by the Board of Directors or in accordance with the procedures set forth in the Bylaws.

ARTICLE VII - DIRECTORS

Section 1. The business, property and affairs of the Corporation shall be administered and managed by a Board of Directors which shall have the power to:

a. initiate and approve plans and programs for the welfare of Boys & Girls Club members;
b. have custody and management of the land, buildings, equipment, securities and all other properties of the Corporation;
c. adopt the annual budget of the Corporation;
d. raise and disburse funds;
e. invest and reinvest funds of the corporation;
f. sell, buy and exchange properties and securities of the Corporation;
g. make contracts; borrow money;
h. appoint the Executive Director and appoint, or delegate the power to appoint, other employees of the Corporation;
i. perform all other duties and have such other powers as may be necessary to carry out the purposes of the Corporation.

Section 2. The Board of Directors may delegate the management of the affairs and property of the Corporation to an Executive Committee which Committee shall report to the Board of Directors on a regular basis. Appointment of members of the Executive Committee shall be in accordance with the terms and conditions set forth in the Bylaws.

Section 3. The Board of Directors shall consist of the number of Directors set forth in the Bylaws and may be changed from time to time by the Board of Directors at any annual meeting, but not less than ten (10) Directors, and in the absence of such determination shall consist of ten (10) Directors.

Section 4. Directors of the Corporation shall be elected or appointed in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

Section 5. The business of the Corporation shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Corporation, and they shall serve at the pleasure of the Board.

Section 6. Meetings shall be held at the time and place fixed by the Board of Directors or in accordance with the procedures set forth in the Bylaws.

ARTICLE VIII - OFFICERS

Section 1. The officers of the Corporation shall be a president, president-elect (optional), one or more vice presidents, a treasurer and a secretary, who shall be elected annually by the Board of Directors. All officers shall serve for one year or until their successors are elected as provided in the Bylaws.

Section 2. The Board of Directors shall have the power to fill vacancies among the officers at any time and officers so elected to fill such vacancies shall serve until the next annual meeting of the Board of Directors or until their successors are elected.

ARTICLES IX - EXECUTIVE DIRECTOR

The Board of Directors shall appoint an Executive Director of the Corporation, fix his/her compensation, prescribe his/her duties and the terms of his/her employment, and supervise and evaluate his/her job duties.

ARTICLE X - NOMINATING COMMITTEE

Section 1. The Executive Committee shall select or authorize the President to appoint a nominating committee of at least three (3) but not more than five (5) members of the Board of Directors, whose duty shall be to present nominations of members to the Board of Directors.

Section 2. Any member of the Corporation may, at any annual meeting nominate candidates for officers, members of the Corporation or members of the Board of Directors.

ARTICLE XI - AMENDMENTS

Future amendments to these Articles shall be proposed and adopted in the following manner:

Section 1. Amendments to these Articles may be proposed by members of the Executive Committee of the Board of Directors or other members of the Board of Directors at any regularly scheduled meeting of the Board of Directors or any duly noticed special meeting called for this purpose.

Section 2. Except as otherwise provided for by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interests present in person or by proxy at any annual or special meeting, or by approval in writing of a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Board of Directors at least ten (10) days prior to the meeting, and that the notice contains a copy of the proposed amendment.

ARTICLE XII - INDEMNIFICATION

To the fullest extent permitted by Florida law, the Corporation shall indemnify and hold harmless every Director and every officer of the Corporation against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed on him or her in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he or she may be a party because of his or her being or having been a Director or officer of the Corporation. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his or her actions or omissions to act were material to the cause adjudicated and involved:

(A) Willful misconduct or conscious disregard for the best interests of the Corporation, in a proceeding by or in the right of the Corporation to procure a judgment in its favor.

(B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his or her action was unlawful or had reasonable cause to believe his or her action was lawful.

(C) A transaction from which the Director or officer derived an improper personal benefit. In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Corporation. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

CERTIFICATE

The undersigned being the duly elected and acting Vice President of Girls Incorporated of Collier County (Charter #) which is now renamed as Boys & Girls Club of Collier County, Florida, Inc., hereby certifies that the foregoing was duly proposed by the Board of Directors in accordance with the Bylaws and was unanimously approved by a vote of the Board of Directors at the regular monthly meeting of the Board of Directors held on the 15th day of May, 1997, where a quorum was present, after due notice, in accordance with the requirements of the Articles of Incorporation and Bylaws for their amendment, said vote being sufficient for their amendment. The foregoing both amends and restates the Articles of Incorporation in their entirety. *The restatement does not contain any amendments ~~requiring member~~ approval.*

Executed on this 29th day of August, 1997

Girls Incorporated of Collier County
Which is now renamed as
Boys & Girls Club of Collier County, Inc.
a Florida corporation not for profit

Witnesses:

Eleanor T. Ling

Carole J. Armstrong

Arlene F. Austin

STATE OF FLORIDA
COUNTY OF COLLIER

Subscribed to before me on this 29th day of August, 1997, by Arlene F. Austin, Vice President, of Girls Incorporated of Collier County, which is now renamed as Boys & Girls Club of Collier County, Inc., a Florida corporation not for profit, on behalf of the corporation. She is personally known to me.

Angela Tompkins
Notary Public, State of Florida

My commission expires:

Type or Print Name of Notary

ANGELA TOMPKINS
MY COMMISSION # CC327845 EXPIRES
December 12, 1997
BONDED THRU TROY FAIN INSURANCE, INC.