

[Signature]

HANSON, PERRY & JENSEN, P.A.

400 EXECUTIVE CENTER DRIVE, SUITE 207 - WEST PALM BEACH, FLORIDA 33401-2922

JILL HANSON
mjhanson@hpjlaw.com

ANN H. PERRY
aperry@hpjlaw.com

BONNI SPATARA JENSEN
bsjensen@hpjlaw.com

TELEPHONE (561) 686-6550
FACSIMILE (561) 686-2802

*ALSO ADMITTED IN N.Y.

November 15, 2006

Via UPS Ground Shipment

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

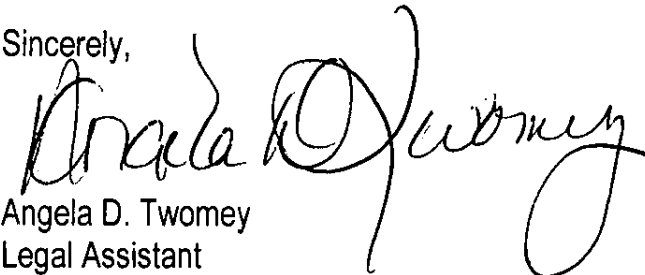
Re: The Florida Labor-Management Conference, Inc.
Amended Articles of Incorporation
Our File No.: 0170.0009

Dear Sir or Madam:

Enclosed please find an original and two copies of the Amended Articles of Incorporation and a check for \$43.75 representing the filing fee and a Certified Copy.

If you have any questions, please feel free to contact me.

Sincerely,

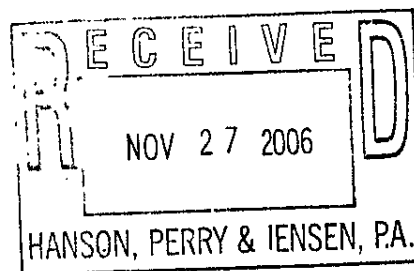


Angela D. Twomey
Legal Assistant

/adt
Enclosures
F:\CLIENT\FLMC (0170)\ARTICLES OF INC\Div of Corp - Amended AI cvr.wpd



FLORIDA DEPARTMENT OF STATE
Division of Corporations



November 17, 2006

HANSON, PERRY & JENSEN, P.A.
400 EXECUTIVE CENTER DR STE 207
W PALM BEACH, FL 33401-2922

SUBJECT: THE FLORIDA LABOR-MANAGEMENT CONFERENCE, INC.
Ref. Number: N96000002943

We have received your document for THE FLORIDA LABOR-MANAGEMENT CONFERENCE, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Articles of Amendment.

The date of adoption of each amendment must be included in the document.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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) 245-6927.

Tracy Smith
Document Specialist

Letter Number: 006A00067367

RECEIVED
NOV 27 2006
11:00 AM

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

FILED
06 DEC 26 AM 11:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE FLORIDA LABOR-MANAGEMENT CONFERENCE, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation:

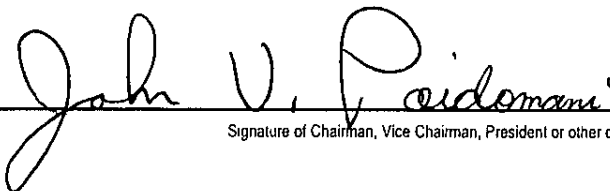
FIRST: Articles of Amendment attached hereto.

SECOND: The date of adoption of the amendment was August 6, 2006.

THIRD: Adoption of Amendment

- ☐ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members entitled to vote on the amendment. The amendment(s) was(were) adopted by the Board of Directors.

THE FLORIDA LABOR-MANAGEMENT CONFERENCE, INC.



Signature of Chairman, Vice Chairman, President or other officer

JOHN V. POIDOMANI

President

12/13/06

Title

Date

**ARTICLES OF AMENDMENT
OF
THE FLORIDA LABOR-MANAGEMENT CONFERENCE, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION**

ARTICLE I. NAME

The name of the corporation is:

THE FLORIDA LABOR-MANAGEMENT CONFERENCE, INC.

ARTICLE II - ADDRESS OF CORPORATION

The initial street address of the principal office of the corporation shall be 271 Taylor Avenue, Cape Canaveral, Florida 32920, and the mailing address shall be The Florida Labor-Management Conference, P.O. Box 21024, Kennedy Space Center, FL 32815-0024.

ARTICLE III. AUTHORITY

The corporation is organized pursuant to the provisions of the Florida Not for Profit Corporation Act.

ARTICLE IV. PURPOSES

The corporation is organized exclusively for religious, charitable, educational, literary, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), including the making of distributions to organizations exempt at the time under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law).

ARTICLE V. DURATION

The corporation shall have perpetual existence.

ARTICLE VI. DIRECTORS

Section 1. Number. The Board of Directors shall consist of not fewer than five (5) members, and of not more than a maximum number determined by the Bylaws of the corporation as amended from time to time. The initial Directors shall be:

Roger Kendrick
171 Taylor Avenue
Cape Canaveral, FL 32920

Michael W. Tindall
7315 North Atlantic Avenue
Cape Canaveral, FL 32920

Marilyn Lenard
135 South Monroe St.
Tallahassee, FL 32301

H.W. Ward
Walt Disney World
P.O. Box 10000
Lake Buena Vista, FL
32830-1000

John R. Lee
3452 Lake Lynda Dr. - Suite 160
Orlando, FL 32817-1472

Section 2. Powers. The Board of Directors shall govern the corporation, and shall have all the rights and powers of a Board of Directors under the laws of the State of Florida and of the United States, as well as such other rights and authority as are herein granted. Such rights and powers shall include, but not be limited to, the power to adopt and amend the Bylaws and other corporate governing documents (except these Articles of Incorporation), by a majority vote, in any way not inconsistent with the Articles of Incorporation, the laws of the State of Florida, or the laws of the United States.

Section 3. Term. The term of each member of the Board of Directors shall be as established in the Bylaws.

Section 4. Election. Directors shall be elected by the remaining Directors by a majority vote upon the expiration of a Director's term or vacancy for any reason (including positions created by an increase in the number of Directors). If the Board of Directors is unable to select a successor Director(s), such successor(s) shall be appointed by the appropriate court of the county in which the principal Florida office (or if none the Florida registered office) of the corporation is then located.

ARTICLE VII. RESTRICTIONS

Section 1. No Private Inurement. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, trustees, officers, or other private persons; except that the corporation 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. The corporation shall not have capital stock or shareholders.

Section 2. No Substantial Lobbying. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

Section 3. No Political Campaigning. 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.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address and mailing address of the initial registered office of this corporation is 400 Executive Center Drive, Suite 207, West Palm Beach, Florida 33401, and the name of the initial registered agent of this corporation is M. Jill Hanson, Esquire.

ARTICLE IX. NO MEMBERS

Section 1. No Members. The corporation shall not have members.

ARTICLE X. POWERS

Section 2. General. The corporation shall have all the rights and powers customary and proper for tax exempt nonprofit corporations under Section 501(c)(3) of the Internal Revenue Code.

Section 3. Restrictions. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a corporation to which

contributions are deductible under Sections 170(b)(1)(A) and 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States internal revenue law).

Section 4. Charitable Trusteeship Etc. The corporation shall be empowered to hold or administer property for the purposes stated in Article III, including the power to act as trustee.

ARTICLE XI. DISSOLUTION

Section 1. Dissolution. The Board of Directors may cease corporate activities and dissolve and liquidate the corporation, by a two-thirds vote.

Section 2. Liquidation. Upon the dissolution of the corporation, the Board of Directors shall pay or make provision for the payment of all of the liabilities of the corporation, and shall thereafter dispose of all of the assets of the corporation exclusively for the purposes stated in Article III hereof in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), as the Board of Directors shall determine.

Section 3. Contingent Provision. If any such assets are not so disposed of, the appropriate court of the county in which the principal Florida office (or if none the Florida registered office) of the corporation is then located shall dispose of such assets exclusively for the purposes stated in Article III herein, and exclusively to such organization or organizations which are organized and operated exclusively for such purposes and at the time qualify as an exempt organization or organizations under such Section 501(c)(3), as said court shall determine.

ARTICLE XII. CONTINGENT RESTRICTIONS

Section 1. Contingent Restrictions. In the event that the corporation is determined by the Internal Revenue Service to be a private foundation within the meaning of Section 509 of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), and only during the period which such determination applies, notwithstanding any other provision of these Articles of Incorporation, this Article X shall apply and the corporation shall; (1) not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Internal Revenue Code) that would subject the corporation to tax under Section 4941 of the Internal Revenue Code; (2) distribute its income for each taxable year for the purposes specified in Article III herein at such time in such manner and in such amounts as are necessary to avoid subjecting the corporation to tax under Section 4942 of the Internal Revenue Code; (3) not retain any "excess business holdings" (as defined in Section 4943(c) of the Internal Revenue Code) that would subject the corporation to tax under Section 4943 of the Internal Revenue Code; (4) not make any investments that would jeopardize the carrying out of any of the exempt purposes of the corporation (within the meaning of Section 4944 of the Internal Revenue Code) that would subject the corporation to tax under Section 4944 of the Internal Revenue Code; and (5) not make any "taxable expenditures" (as defined in Section 4945(d) of the Internal Revenue Code) that would subject the corporation to tax under Section 4945 of the Internal Revenue Code.

Section 2. Definition. Each reference in this Article X to a section of the Internal Revenue code shall be deemed to include the corresponding provisions of any future United States internal revenue laws.

ARTICLE XIII. MISCELLANEOUS

Section 1. Amendment. These Articles may be amended by a two-thirds majority vote of the directors then in office.

Section 2. Date. These Articles of Incorporation were authorized and adopted by the Board of Directors as of the 9th day of May, 1996.

Section 3. Director Vote. A two-thirds majority vote of the Board of Directors then in office is required in order to Amend these Articles of Incorporation. The Corporation does not have members under its Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned officers of the Corporation of executed these Articles of Incorporation pursuant to Section 617.0202 of the Florida Not for Profit Corporation Law on the 13th day of NOVEMBER, 2006

FLORIDA Labor-Management CONFERENCE, INC.

By: John V. Pardo
....., President

Address:

Attest: [Signature]
....., Secretary

Address:

[Corporate Seal]

THIS DOCUMENT PREPARED BY:
Mary Jill Hanson, Esquire
HANSON, PERRY & JENSEN, P.A.
400 Executive Center Drive, Suite 207
West Palm Beach, Florida 33401

MJH/adt
Revised: August 17, 2006
F:\CLIENT\FLM\ARTICLES OF INC\2006 Restatement\Art of Inc Restated.wpd