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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Biscayne Bay Foundation, Inc
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- Walk in
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- Pick up time _____
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- Certified Copy
- Certificate of Status
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TALLAHASSEE FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

97 JUL -7 AM 10:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

117
Joy Amend C.C.

Examiner's Initials	
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ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, the President of **BISCAYNE BAY FOUNDATION, INC.**, a not-for-profit corporation organized and existing under the Florida Not For Profit Corporation Act (the "Corporation"), in accordance with the provisions of Florida Statutes, Sections 617.01201 and 617.1006 thereof, does hereby certify that:

1. The name of the corporation is BISCAYNE BAY FOUNDATION, INC.
2. Article III of the Articles of Incorporation is hereby amended to read in its entirety:

"Article III
PURPOSE

The mission of the Corporation is to preserve and protect Biscayne Bay and Biscayne National Park for all the community-at-large and for all generations. The Corporation is organized exclusively for charitable, educational, and scientific 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 the corresponding section of any future federal tax code."

3. Article IV of the Articles of Incorporation is hereby amended to read in its entirety:

"Article IV
MEMBERSHIP

A. Voting Members. The Regular Members of the Board of Directors of the Corporation serving as such from time to time shall be the only voting members of the Corporation, for all purposes of corporate law.

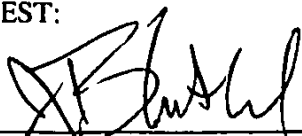
B. Non-Voting Members. The non-voting members of the Corporation shall be those persons or corporate members who are interested in the mission of the Corporation, who are capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and who comply with the requirements established from time to time by the Board of Directors, and as provided in the Bylaws. The Non-Voting Members shall have no right to vote on any matters relating to the Corporation.

C. Affiliated Groups. The Board may approve any affiliation between the Corporation and any other group which pursues goals and purposes similar to that of the Corporation. The relationship of any such affiliated group or organization with the Corporation shall be upon such terms as shall be approved by the Board, except that affiliated groups shall have no right to vote on any matters relating to the Corporation.”

4. The foregoing amendments to the Articles of Incorporation were adopted on the 13th day of June, 1997, by the Regular Members of the Board of Directors of the Corporation, who are the Voting Members of the Corporation for all purposes of corporate law pursuant to the Bylaws of the Corporation, and such action was sufficient for approval of the amendments pursuant to Florida Statutes, Section 617.1002.

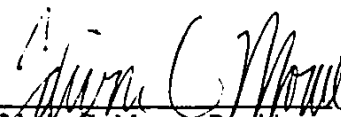
BISCAYNE BAY FOUNDATION, INC.

ATTEST:



Joel Blumenthal, Treasurer

(CORPORATE SEAL)

By: 
Edwin C. Moure, President