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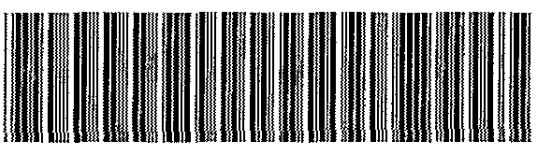
(Business Entity Name)

(Document Number)

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Amend

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06 SEP -7 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Roberts SEP 08 2006

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: OPTIMIST CLUB OF PENSACOLA BEACH, INC.

DOCUMENT NUMBER: _____

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

DAVE SUNDSTROM
(Name of Contact Person)

OPTIMIST CLUB OF PENSACOLA BEACH, INC.
(Firm/ Company)

1100 PORT PICKENS RD. F-4
(Address)

PENSACOLA BEACH, FL 32561
(City/ State and Zip Code)

For further information concerning this matter, please call:

DAVE SUNDSTROM at (850) 932-0684
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 323 01

Articles of Amendment
to
Articles of Incorporation
of

OPTIMIST CLUB OF PENSACOLA BEACH, INC.
(Name of corporation as currently filed with the Florida Dept. of State)

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06 SEP -7 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

SEE ATTACHMENT 1

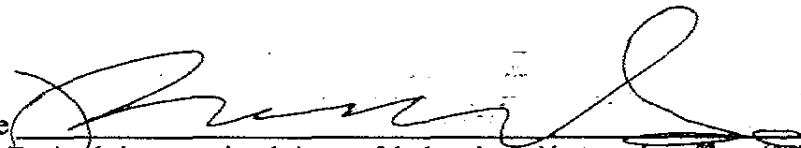
(Attach additional pages if necessary)
(continued)

The date of adoption of the amendment(s) was: 8/22/06

Effective date if applicable: 8/22/06
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- 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 or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature 
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

RICHARD SUNDSTROM
(Typed or printed name of person signing)

PRESIDENT
(Title of person signing)

FILING FEE: \$35

ARTICLE II. DURATION AND OFFICE ADDRESS

Change the principal office location to:

920 Panferio Dr.
Pensacola Beach, Fl. 32561

ARTICLE III. PURPOSE

Replace the whole original Article III with the following:

The Corporation is organized exclusively for charitable and educational purposes set forth in Section 501(c)(3) of the internal revenue code of 1986, as now in effect on or as may be amended (the "Code"). Without limiting the generality of the foregoing, the purposes for which the Corporation is organized and will be operated include, but are not limited to, promoting an active interest in good government and civic affairs, inspiring respect for law, promoting patriotism and working for international accord and friendship among all people, and aiding and encouraging the development of youth. Nothing herein shall be construed to give the Corporation any purpose that is not permitted under Section 501(c)(3) of the Code and the State of Florida law (the "Act"). In furtherance of its permitted purposes, the Corporation may exercise any, all and every lawful power or activity which a corporation organized under the Act may exercise or transact.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its directors, 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 to qualified persons (other than its directors, officers, and employees or their immediate families) in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation 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, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV. DISSOLUTION

This Article number was not used in the original document and is now being added following Article III. This is a totally new Article.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation 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 Directors shall determine.

NOTE: SECTION TO BE DELETED

In the original document, "ARTICLE VII - INCORPORATION" was printed twice. Please remove one of the printings.