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July 6, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

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-07/08/98-01072-010
*****87.50 *****87.50

FILED
98 AUG -3 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen:

Re: Conservation Alliance of Palm Beach County, Inc.

Enclosed are the original and a copy of Amendment No. 1 to the Articles of Incorporation of the captioned corporation. Please file the original and return the copy certified.

A check in the amount of \$87.50 is enclosed to cover the \$35.00 filing fee and the \$52.50 fee for the certified copy.

Sincerely yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By


John B. McCracken

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Enclosures

VS AUG 5 1998

Amend,



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 16, 1998

JOHN B. MCCRACKEN
POST OFFICE BOX 3475
W. PALM BEACH, FL 33402-3475

SUBJECT: CONSERVATION ALLIANCE OF PALM BEACH COUNTY, INC.
Ref. Number: N98000001486

We have received your document for CONSERVATION ALLIANCE OF PALM BEACH COUNTY, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state that there are no members or members entitled to vote.

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: 598A00037785

*Rec'd 8/3
Div. of Corp*

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July 31, 1998

Velma Shepard, Corporate Specialist
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Dear Ms. Shepard:

Re: Reference Number: N98000001486
Letter Number: 598A00037785
Conservation Alliance of Palm Beach County, Inc.

Thanks you for your letter of July 16, 1998, with reference to our filing for the Conservation Alliance of Palm Beach County, Inc.

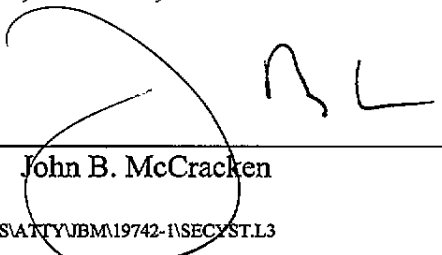
As the Directors are the sole Members of the corporation at this time, a change has been made to Amendment No. 1 to so indicate, that is, all the Directors, who are all the Members, have agreed to the Amendment.

I re-submit the enclosed original and executed copy of Amendment No. 1 with the request that you, at this time, file the Amendment. As indicated in your letter of July 16, 1998, you are presently holding the fees for filing and return of the duplicate copy as a certified copy.

Please telephone me or my secretary, Sherry Wadsworth, if you have any questions.

Sincerely yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By 
John B. McCracken

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Enclosures

**AMENDMENT NO. 1
TO
ARTICLES OF INCORPORATION
OF
CONSERVATION ALLIANCE OF PALM BEACH COUNTY, INC.**

FILED
98 AUG -3 AM 10: 09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONSERVATION ALLIANCE OF PALM BEACH COUNTY, INC., a Florida corporation, under its corporate seal and the hands of its President and Secretary, hereby certifies that:

The following resolution was duly and unanimously adopted by the Board of Directors of the corporation, who are all the Members of the corporation, by written instrument dated May 6, 1998, to-wit:

RESOLVED, that, effective on the date of filing with the Department of State of Florida, the Certificate of Incorporation of Conservation Alliance of Palm Beach County, Inc., which was approved and filed in the office of the Secretary of State at Tallahassee, Florida, on March 13, 1998, be amended by striking Article III thereof in its entirety and by substituting therefor the following:

ARTICLE III

Purposes and Powers

The corporation shall not provide for pecuniary gain or profit to its members. The principal purpose for which it is formed is to promote necessary and reasonable conservation in Palm Beach County, including, but not by way of limitation, an abundant and healthy water supply, clean air, the reduction of traffic congestion and the control of noise and air pollution. In particular, the corporation shall monitor and act upon the operation and construction of the public airports in Palm Beach County, existing, proposed or future.

The corporation is organized exclusively for public, charitable and educational purposes.

The corporation shall have the power to acquire by gift, devise, bequest, purchase, lease or otherwise, and to hold, own, occupy, use, manage, improve, develop, maintain, lease, sell, mortgage, transfer, invest in or reinvest in, or otherwise deal with any real or personal property of whatever kind and description and wherever situated, or with any estate or interest, legal or equitable, in the property, to borrow money and to make, accept, endorse, execute and issue promissory notes and other obligations in payment for property acquired or money borrowed; and to do all such other acts as are necessary or convenient to carry out the purposes set forth in these Articles.

Final control of and responsibility for the receipt, management and distribution of all funds by the corporation shall rest with the Board of Directors.

No substantial part of the activities of the corporation shall be attempting to influence legislation by propaganda or otherwise, except that the corporation may make the election provided for in Section 501(h) of the United States Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law) with respect to influencing legislation, and, only if it so elects, may make lobbying or grassroots expenditures that do not normally exceed the ceiling amounts prescribed by Section 501(h)(2)(B) and (D) of the United States Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law).

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 United States Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), or

B. by a corporation, contributions to which are deductible under Section 170(c)(2) of the United States Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law); or

C. by a corporation formed pursuant to Chapter 617, Florida Statutes.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed
in its name by its President and Secretary this 6 day of May, 198.

CONSERVATION ALLIANCE OF PALM
BEACH COUNTY, INC.

(CORPORATE SEAL)

By Harrison Robertson
Harrison Robertson, President

ATTEST:

John B. McCracken, Secretary

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