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Page 1 of 2

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BASIC AMENDMENT

CAPT. BOB LEWIS BILLFISH CHALLENGE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

AMEND
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ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

Capt. Bob Lewis Billfish Challenge, 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: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

- Replace Article III
Add Articles VIII through XIII

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SECOND: The date of adoption of the amendment(s) was: September 11, 1999
THIRD: Adoption of Amendment (CHECK ONE)

- [] The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
[X] ~~Where all members or members entitled to vote on the amendment.~~ The amendment(s) was (were) adopted by the board of directors and members.

Capt. Bob Lewis Billfish Challenge, Inc.
Corporation Name

Judy Lewis
Signature of Chairman, Vice Chairman, President or other officer

Judy Lewis
Typed or printed name

Vice-President October 6, 1999
Title Date

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ARTICLES OF AMENDMENT OF
CAPT. BOB LEWIS BILLFISH CHALLENGE, INC.
A Florida not-for-profit corporation

Dated: September 11, 1999

1. The name of the corporation shall be
CAPT. BOB LEWIS BILLFISH CHALLENGE, INC.
a not-for-profit Florida Corporation

2. The text of the amendments adopted are as follows:

ARTICLE III

The purpose of this not-for-profit corporation is to raise funds to fund marine conservation, environmental protection and conservation environmental educational projects for the youth of South Florida. The net profits raised shall be distributed to other deserving 501(c)(3) entities.

ARTICLE VIII

The duration of the corporation shall be perpetual

ARTICLE IX

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are as follows.

- A. This corporation is a corporation not-for-profit as defined in the Florida Not For Profit Corporation Act. The corporation is not formed for pecuniary profit.
- B. This corporation is organized and operated exclusively for charitable and education purposes within the meaning of Internal Revenue Code Section 501(c)(3).
- C. This corporation is authorized to engage in any lawful activity for which not-for-profit corporations may be organized under the laws of the state of Florida and shall have all the powers vested in a not-for-profit corporation organized under and existing by virtue of the laws of the State of Florida, consistent with the purposes of Paragraph B, above.

ARTICLE X

A. No part of the net earnings, gains or assets of the corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, other private individuals, or organizations organized and operated for a profit; provided, however, 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, to the extent permitted by law.

B. Notwithstanding any other provision in these Articles, the corporation shall not carry on any activities not permitted to be carried out by (a) an organization exempt from federal income tax under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3); and (b) an organization described in the Internal Revenue Code Section 509(a)(1), (2), or (3) as the case may be; and/or (c) by an organization, contributions to which are deductible under Internal Revenue Code Section 170(c)(2), 2055(a)(2), or 2522(a)(2).

C. 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 any political campaign on behalf of or in opposition to any candidate for public office.

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ARTICLE XI

The Members shall have all the rights and privileges granted to members of a not for profit corporation under the Florida Not For Profit Corporation Act, except as otherwise limited by these Articles and the By-Laws of the corporation.

ARTICLE XII

In the event of dissolution or final liquidation of this corporation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, distribute all the assets of the corporation to one or more of the following categories of recipients as the Board of Directors of the corporation shall determine:

(a) a nonprofit organization or organization which may have been created to succeed the corporation as long as such organization or each such organizations shall then qualify as a governmental unit under the Internal Revenue Code Section 170(c) or as an organization exempt from federal income taxation under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3)

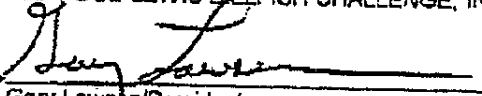
(b) a nonprofit organization or organizations having similar aims and objects as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each such organizations shall then qualify as a governmental unit under Internal Revenue Code Section 170(c) or as an organization exempt from federal income taxation under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3).

ARTICLE XIII

This corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

3. These amendments to the Articles of Incorporation were approved by the Members and Directors of CAPT. BOB LEWIS BILLFISH CHALLENGE, INC. on August 30, 1999 and the number of votes cast for this amendment to the Articles of Incorporation was sufficient for approval.

CAPT BOB LEWIS BILLFISH CHALLENGE, INC.



Gary Lawson/President

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3/3