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Date: May 21, 1999

To: Amendment Section, Division of Corporations

Phone: 850-487-6050

Fax:

From: Wayne Blevins

Barley's Bay Festival '99

Phone: 305-451-4040

Fax: 305-453-3691

FILED
99 MAY 24 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Number of pages including cover: 7

I am also enclosing copies of the original Articles of Incorporation along with the Amended Articles. Should you need any other information, please let me know. My mailing address is:

P.O. Box 2694, Key Largo, Fla. 33037

N9800007361
SPS Amended
5-24-99
*Cert Copy

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

BARLEY'S BAY FESTIVAL, INC.
(present name)

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.)

ARTICLE VII - CHANGED TO ARTICLE VIII (ORIGINAL ARTICLE VII)

ARTICLE VI (NEW) - ADDED

ARTICLE VII - ADDED (NEW)

ARTICLE VIII - NEW ARTICLE - WAS ARTICLE VI ORIGINALLY

SECOND: The date of adoption of the amendment(s) was: MAY 6, 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.

☒ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

BARLEY'S BAY FESTIVAL, INC.
Corporation Name

[Signature]
Signature of Chairman, Vice Chairman, President or other officer

WAYNE BLEVINS
Typed or printed name

PRESIDENT
Title

05-21-99
Date

FILED
99 MAY 24 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation — AMENDED

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I- NAME

The name of the corporation shall be:

Barley's Bay Festival, Inc.

ARTICLE II- PRINCIPAL OFFICE

The principal place of business, the initial office and the mailing address of this corporation shall be:

*Principal place of business and the
Initial Office*

**101900 Overseas Hwy.
Key Largo, FL 33037**

Mailing Address

**P.O.Box 2694
Key Largo, FL 33037**

ARTICLE III- PURPOSE(S)

The primary and specific purposes for which this corporation is formed are:

A. For marine and environmental research and protection.

B. For the advancement of charity, education and any other related or corresponding charitable purposes by the distribution of its resources and funds for such purposes.

C. To operate exclusively for such charitable, educational and scientific purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

D. To generate an awareness of the general population to the needs for the organization and the needs of the organization.

E. To collect and make available to any interested parties all information gathered through our work.

F. To provide a learning platform for any students in any field of study relating in any way to our activities.

ARTICLE IV- MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed shall be set forth in the by-laws of this corporation.

ARTICLE V- INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Wayne Blevins
101900 Overseas Hwy.
Key Largo, Fl. 33037

ARTICLE VI- No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 in furtherance of section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be 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.

ARTICLE VII- Upon dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding section of any future Federal tax code) or shall be distributed to the Federal, State, or Local Government for a public purpose.

ARTICLE VIII- INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are:

Wayne Blevins
101900 Overseas Hwy.
Key Kargo, FL 33037



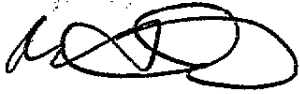
Signature/Incorporator

05-06-89

Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I

am familiar with and accept the obligations of my position as registered agent.

A handwritten signature in black ink, consisting of a stylized, cursive 'M' followed by a large, loopy flourish.

Signature/Registered Agent

05-06-99

Date