



Steven P. Kushner, P.A.  
Real Property, Corporate and Development Law

N99000001267  
February 19, 1999

Sent via Federal Express

Secretary of State  
Division of Corporations  
Corporate Records Bureau  
409 East Gaines Street  
Tallahassee, FL 32301

900002783419--2  
-02/22/99--01129--011  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Filing Articles of Amendment to Articles of Incorporation  
Manatee Resource Management, Inc.

Gentlemen:

Enclosed herewith please find two originally executed Articles of Amendment to Articles of Incorporation for *Manatee Resource Management, Inc.*, together with my check in the amount of \$35.00, representing the filing fee. If you have any questions or require additional information, please feel free to call me.

Very truly yours,

Steven P. Kushner  
Attorney at Law

SPK/cal

Enclosures

FILED  
99 FEB 22 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N99000001267  
SPK  
Amend  
2-22-99

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
MANATEE RESOURCE MANAGEMENT, INC.

Pursuant to the provisions of Section 617.1002, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: ARTICLE II is amended to read as follows:

ARTICLE II

PRINCIPAL OFFICE: The address of the principal office is changed to: 5605 Palm Beach Boulevard, Fort Myers, Florida 33905.

SECOND: ARTICLE III is amended to read as follows:

ARTICLE III

PURPOSE: This Corporation will not permit pecuniary gain or profit nor distribution of its income to its officers or Directors. The Corporation will have no members. It is a nonprofit corporation formed for the purpose of operating a manatee research, rescue, and treatment facility, with the objective of providing, pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, educational and recreational opportunities to the public in environmental, ecological, and/or historical resource areas with emphasis on conservation, preservation, education, and research.

THIRD: ARTICLE IV, Sections (1), (3), and (4) are amended to read as follows:

- (1) Acquire (by gift, donation, purchase or otherwise), own, hold and improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real and personal property in connection with the affairs of the corporation;
- (3) Dedicate, sell or transfer all or any part of the property to any municipality, public agency, authority or utility for such purposes and subject to such conditions as may be agreed upon by the Board of Directors.
- (4) Purchase policies of insurance upon any properties it owns and use the proceeds from such policies to effectuate its purposes;

FOURTH: ARTICLE VII, Sections (A) and (B) are amended to read as follows:

- (A) Proposal. Amendments to these Articles may be proposed by a committee of the Board or upon petition of one-fourth (1/4th) of the Board of Directors, and shall be submitted to a vote of the Board.

FILED  
99 FEB 22 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(B) Vote Required. Except as otherwise required by Florida law, these Articles of Incorporation may be amended by vote of a majority of the Board of Directors present and voting at any annual or special meeting, or by approval in writing of a majority of the Board of Directors without a meeting, provided that notice of any proposed amendment has been given to the members of the Board of Directors of the Corporation, and that the notice contains the text of the proposed amendment.

FIFTH: ARTICLE VIII is hereby deleted.

SIXTH: ARTICLE IX is hereby renumbered ARTICLE VIII, and Section (C) is amended to read as follows:

(C) The business of the Corporation shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors as its first meeting and shall serve at the pleasure of the Board.

SEVENTH: ARTICLE X is hereby renumbered ARTICLE IX.

EIGHTH: ARTICLE XI is hereby renumbered ARTICLE X, and INITIAL DIRECTORS is hereby amended to read INITIAL OFFICERS.

NINTH: ARTICLE XII is hereby renumbered ARTICLE XI.


TENTH: ARTICLE XIII is hereby renumbered ARTICLE XII.

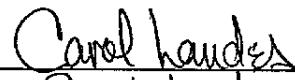
ELEVENTH: Adoption of Amendment:

There being no members, the Board of Directors unanimously voted by written action in lieu of a meeting, dated February 11, 1999, in favor of the amendment.


Dated: 2-19, 1999.

Witnesses:

  
\_\_\_\_\_  
Steven P. Kushner  
(Type or print name)

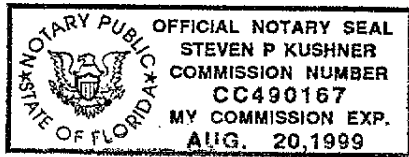
  
\_\_\_\_\_  
Carol Landes  
(Type or print name)


MANATEE RESOURCE MANAGEMENT, INC.

By:   
\_\_\_\_\_  
David L. Tinder, President

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of February, 1999, by DAVID L. TINDER as President of MANATEE RESOURCE MANAGEMENT, INC., a Florida not for profit corporation, on behalf of the corporation. He is personally known to me and did take an oath.



  
\_\_\_\_\_  
Notary Public  
Name: Steven P. Kushner  
Certificate No. or  
Serial No. CC 490167  
(SEAL)

My Commission Expires: