

N99000006064



ACCOUNT NO. : 072100000032

REFERENCE : 119413 . 4390546

AUTHORIZATION : Patricia Pappas

COST LIMIT : \$ 35.00

FILED
01 APR 18 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 18, 2001

ORDER TIME : 12:46 PM

ORDER NO. : 119413-005

CUSTOMER NO: 4390546

4000004016144--6

CUSTOMER: Ms. Carin Rupp
Wci
Suite 300
24301 Walden Center Drive
Bonita Springs, FL 34134

DOMESTIC AMENDMENT FILING

NAME: WCI COMMUNITIES/MERCEDES BENZ
OF FORT MYERS JUNIOR GOLF
FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133
EXAMINER'S INITIALS: _____

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TALLAHASSEE, FLORIDA

G. OULLIETTE APR 19 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 18, 2001

CSC
ATTN: JEANINE
TALLAHASSEE, FL

SUBJECT: WCI COMMUNITIES/MERCEDES BENZ OF FORT MYERS JUNIOR
GOLF FOUNDATION, INC.
Ref. Number: N99000006064

We have received your document for WCI COMMUNITIES/MERCEDES BENZ OF FORT MYERS JUNIOR GOLF FOUNDATION, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 701A00022983

RESUBMIT
Please give original
submission date as file date.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
WCI COMMUNITIES/MERCEDES BENZ OF FORT MYERS
JUNIOR GOLF FOUNDATION, INC.**

FILED
01 APR 18 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**WCI COMMUNITIES/MERCEDES BENZ OF FORT MYERS JUNIOR GOLF
FOUNDATION, INC.**, a Florida not-for-profit corporation, organized and existing under
Chapter 617 of the laws of the State of Florida, hereby certifies as follows:

Pursuant to written action of the and Directors of the Corporation, in lieu of a special
meeting, the following resolutions were adopted on April 6, 2001, amending the Articles of
Incorporation. There are no members entitled to vote on the amendment:

RESOLVED, that Article II of the Articles of Incorporation filed with the Secretary of
State of Florida be amended as hereinafter set forth:

"Article II. Nature of Business"

The purposes for which the Corporation is formed are exclusively religious, charitable, scientific, literary and educational and to foster national and international sports competition (but not to provide facilities or equipment therefore) within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law (the "Revenue Laws"). In carrying out such purposes, this Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devises and other contributions for charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other Section 501(c)(3) organizations organized and operated exclusively for charitable purposes; provided, however, said powers and authorities shall be exercised only in furtherance of charitable purposes."

FURTHER RESOLVED, that the following Articles IX, X, XI and XII be added to the Articles of Incorporation:

"Article IX. Powers

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are set forth in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as the same now exist or as they may be hereafter amended from time to time.

Article X. Membership

The membership of this Corporation shall be limited to the members of the Board of Directors and such other persons as may be designated in the Bylaws.

Article XI. Limitations on Actions

All of the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its members, trustees, officers or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article II hereof. No substantial part of the Corporation's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or interfere with (including the publication or distribution of statements regarding) 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 activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) or any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any members except as provided above, Directors or officers, and the private property of the subscribers, members, Directors and officers shall not be liable for the debts of the Corporation.

Article XII. Dissolution

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501(c)(3) or 170(c) of the Internal Revenue Code of 1986, or to the corresponding provisions of any future Revenue Law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any member, officer or Director of this Corporation. Any such assets not so disposed of shall be disposed of by the court of common pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

WHEREUPON, at Bonita Springs, Florida, this 6th day of April, 2001, the Corporation hereby certifies accordingly, under its corporate seal and the hands of its President and Secretary, so that, on the filing hereof, the Articles of Incorporation shall be deemed amended accordingly.

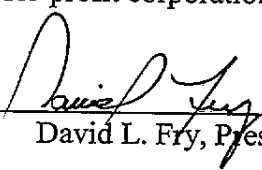
ATTEST:

By:


Edward J. Weber, Secretary

**WCI COMMUNITIES/MERCEDES
BENZ OF FORT MYERS JUNIOR
GOLF FOUNDATION, INC.,** a Florida
not-for-profit corporation

By:


David L. Fry, President

(CORPORATE SEAL)