

AMENDMENT AND RESTATEMENT OF THE
ARTICLES OF INCORPORATION

OF

SPACE COAST VETTES, INC.

The Articles of Incorporation of SPACE COAST VETTES, INC. is amended and restated by deleting Articles I through Article IX of the Articles of Incorporation and by restating therefore the following Articles One through Twelve:

ARTICLE ONE
NAME

The name of this corporation is SPACE COAST VETTES, INC.

ARTICLE TWO
CORPORATION NOT FOR PROFIT

This corporation is a corporation not for profit pursuant to Florida Statutes Chapter 617.

ARTICLE THREE
PURPOSE

The purpose of this corporation is:

3.1. To provide its membership an opportunity to participate in Corvette automotive related events.

3.2. To promote greater enjoyment of members' Corvettes.

3.3. To promote and participate in community activities in order to develop a greater understanding and spirit of cooperation between the community and Corvette automotive enthusiasts.

ARTICLE FOUR
MEMBERSHIP

This corporation shall have one class of members. Membership rules are set forth in the corporation's Bylaws.

ARTICLE FIVE
OFFICERS

The Officers shall be those Officers as set forth in the Bylaws of the corporation. The Officers shall be elected as set forth in the Bylaws of the corporation.

ARTICLE SIX
BOARD OF DIRECTORS

The number of Directors shall be set forth in the Bylaws of the corporation. The Directors shall be elected as stated in the Bylaws of the corporation.

ARTICLE SEVEN
BYLAWS

The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the Members. The Bylaws may contain any provision for the regulation and management of the affairs of the corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE EIGHT
AMENDMENT OF THE ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended by the Board of Directors adopting a resolution setting forth the proposed amendment and directing the proposed amendment be submitted to the members at either an annual meeting or a special meeting. An amendment to the corporation's Articles of Incorporation may be submitted for filing as Restated Articles of Incorporation.

ARTICLE NINE
PRINCIPAL OFFICE AND MAILING ADDRESS

The current principal office of the corporation is: 3950 Funston Cir, Melbourne, FL 32940. The mailing address of the corporation is: P.O. Box 360438, Melbourne, FL 32936-0438.

ARTICLE TEN
REGISTERED AGENT AND REGISTERED OFFICE

The current registered agent of the corporation is Kevin O'Grady and the current registered office of the corporation is: 3950 Funston Cir, Melbourne, FL 32940.

ARTICLE ELEVEN
NO INUREMENT

The property of this corporation is irrevocably dedicated to the proposes set forth above and no part of the net income or assets of this corporation shall ever inure to the benefit of any shareholder, individual, director, officer or member thereof, or to the benefit of any 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 the purposes set forth in ARTICLE THREE hereof and to the extent permitted by applicable law.

ARTICLE TWELVE
DISSOLUTION

Upon dissolution or winding up of the corporation, its assets remaining after payment of, or provisions for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated exclusively for public or charitable purposes and that has established its tax-exempt status under Internal Revenue Code as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by any proper court having jurisdiction over the matter, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE THIRTEEN
NO POLITICAL ACTIVITY

No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall this corporation participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

CERTIFICATION

I, the undersigned officer, do hereby certify that the foregoing Amendment and Restatement to the Articles of Incorporation of SPACE COAST VETTES, INC, was unanimously adopted by a Regular Meeting of the Board of Directors on _____. The proposed Amendment and Restatement of the Articles of Incorporation was presented to the Members of the corporation entitled to vote at a special meeting of the Members held on _____. A quorum was present and the Amendment and Restatement of the Articles of Incorporation were unanimously adopted by those Members present.

Dated: _____

Kevin O'Grady
As the corporation's President

