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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
UNITED WAY OF PALM BEACH COUNTY, INC.**

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**UNITED WAY OF PALM BEACH COUNTY, INC.**

**A Florida Not-For-Profit Corporation**

*Pursuant to the provisions of section 617.1006 and section 617.1007, Florida Statutes, the undersigned Florida not for profit corporation, whose Articles of Incorporation ("Articles") were originally filed with the Florida Department of State on March 19, 1962, Document Number 703769, hereby amends and restates its Articles of Incorporation.*

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**ARTICLE I – NAME AND ADDRESS**

The name of this corporation is UNITED WAY OF PALM BEACH COUNTY, INC., a Florida not-for-profit corporation (the "Corporation"). The principal office and mailing address of the Corporation is 2600 Quantum Boulevard, Boynton Beach, Florida 33426.

**ARTICLE II – PURPOSES**

This Corporation is organized and operated to benefit the people of Palm Beach County, Florida by furthering the provision of health and human services throughout the County. Its purposes shall be exclusively charitable, scientific, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and the Treasury Regulations promulgated thereunder. Without limiting the foregoing, the purposes for which this Corporation is formed are:

- (a) Develop, maintain, and grow relationships with individuals and organizations in order to attract and sustain resources to support United Way's mission.
- (b) Engage and inspire Palm Beach County to create a shared vision for the future and set goals for collective action.
- (c) Develop strategies that will achieve measurable and lasting change in community conditions, mobilize necessary resources and put them to work to produce positive results and improve lives.
- (d) Lead the Corporation to successfully fulfill its mission, and, in doing so, garner trust, legitimacy, and support from the local community and the United Way system.
- (e) Provide efficient and cost-effective systems, policies, and processes that enable the delivery of United Way's mission-related work and ensure the highest levels of transparency and accountability.

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(f) To do all things which it may deem necessary and proper in order to carry into effect any or all of the foregoing objects or purposes.

### ARTICLE III – PROHIBITED ACTIVITIES

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its directors, trustees, officers, or other private persons, except that this 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 II hereof.

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any activity not permitted to (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Law, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any other corresponding provisions of any future United States Internal Revenue Law.

### ARTICLE IV – MEMBERSHIP

This Corporation shall have no members.

### ARTICLE V - DIRECTORS

The Board of Directors shall consist of such number of directors as the Board of Directors may determine at any time provided that the Board of Directors shall always consist of at least fifteen (15) and no more than sixty (60) directors. The method of electing the Board of Directors shall be stated in the Bylaws.

### ARTICLE VI – DURATION

This Corporation shall have perpetual existence unless sooner dissolved by law.

### ARTICLE VII – DISSOLUTION

In the event of dissolution, any residual assets of this Corporation will be distributed for one or more exempt purposes or purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future Internal Revenue Law of the United States, or to the Federal, or a state or local government for exclusively public purposes.

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ARTICLE VIII - BYLAWS

The Bylaws of this Corporation may be altered, amended, or repealed by a two-thirds (2/3) vote of the Directors present at a duly noticed Regular or Special Meeting of the Board of Directors at which a quorum is present, provided that written notice of the amendment and its contents shall have been mailed or e-mailed, or both, to each Director at least seven (7) days prior to the meeting.

ARTICLE IX - INDEMNIFICATION

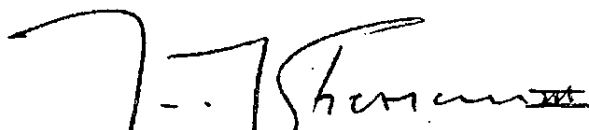
Subject to limitations provided by law, every director and every officer of the Corporation shall be indemnified by this Corporation to the full extent permitted by law against all expenses and liabilities, including attorney's fees in trial and appellate proceedings or any settlement thereof, reasonably incurred by or imposed upon a director or officer in connection with any proceeding to which a director or officer may be a party, or in which a director or officer may become involved, by reason of his or her being or having been a director or officer of this Corporation or of any corporation merged into it, whether or not he or she is a director or officer at the time such expenses are incurred. This right of indemnification shall be in addition to, and shall not be exclusive of, all other rights to which the director or officer may be entitled.

ARTICLE X - AMENDMENTS

These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the Directors present at a duly noticed Regular or Special Meeting of the Board of Directors at which a quorum is present, provided that written notice of the amendment and its contents shall have been mailed or e-mailed, or both, to each Director at least seven (7) days prior to the meeting.

There are no members of this Corporation as stated in Article IV of these Articles. The Board of Directors of the Corporation adopted these Amended and Restated Articles of Incorporation on January 23, 2014.

Dated: January 23, 2014

  
Joseph B. Shearouse, III, Chair