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EFFECTIVE DATE  
10/1/07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

07 SEP 28 PM 2:29

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MERGER OR SHARE EXCHANGE

Jupiter-Tequesta-Juno Beach Chamber of Commerce, Inc

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**ARTICLES OF MERGER**

**OF**

**THE NORTHERN PALM BEACHES CHAMBER OF COMMERCE, INC.**

**WITH AND INTO**

**JUPITER-TEQUESTA-JUNO BEACH CHAMBER OF COMMERCE, INC.**

**EFFECTIVE DATE**  
10/1/07

Pursuant to Section 617.1105 of the Florida Statutes

**FILED**  
**07 SEP 28 PM 2:29**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The Northern Palm Beaches Chamber of Commerce, Inc., a Florida not for profit corporation ("NPBCCI"), and the Jupiter-Tequesta-Juno Beach Chamber of Commerce, Inc. Florida not for profit corporation ("JTJBCCI"), DO HEREBY CERTIFY AS FOLLOWS:

**FIRST:** That the current name, state of incorporation and document number of the surviving corporation (the "Surviving Corporation") are as follows:

Name	State of Incorporation	Document Number
Jupiter-Tequesta-Juno Beach Chamber of Commerce, Inc.	Florida	733037

**SECOND:** That the name, state of incorporation and document number of the merging corporation (the "Merging Corporation") are as follows:

Name	State of Incorporation	Document Number
The Northern Palm Beaches Chamber of Commerce, Inc. (a/k/a North Palm Beach County Chamber of Commerce)	Florida	N15141

**THIRD:** That the Plan of Merger, by and between the Merging Corporation and the Surviving Corporation setting forth the terms and conditions of the merger of the Merging Corporation with and into the Surviving Corporation (the "Merger") is attached as Exhibit A. Upon the Merger becoming effective, the name of the Surviving Corporation shall be Northern Palm Beach County Chamber of Commerce, Inc.

**FOURTH:** That the Merger shall become effective on the later of 12:01 A.M. on October 1, 2007 or the date these Articles of Merger are filed with the Florida Department of State.

**FIFTH:** That the Plan of Merger was adopted by the board of directors of the Merging Corporation on August 16, 2007 as follows:

Number of Directors in Office	Votes For the Merger	Votes Against the Merger
21	16	0

There are no members of the Merging Corporation entitled to vote on the Plan of Merger.

SIXTH: That the Plan of Merger was adopted by the board of directors of the Surviving Corporation on September 19, 2007 as follows:

Number of Directors in Office	Votes For the Plan of Merger	Votes Against the Plan of Merger
22	15	1

There are no members of the Surviving Corporation entitled to vote on the Plan of Merger.

IN WITNESS WHEREOF, the undersigned parties have caused these Articles of Merger to be executed in their respective corporate names as of the 19th day of September, 2007.

The Northern Palm Beaches Chamber of Commerce, Inc., a Florida not for profit corporation

By: Ed Sabin  
Ed Sabin, Chairman

The Jupiter-Tequesta-Juno Beach Chamber of Commerce, Inc., a Florida not for profit corporation

By: Patty Dent  
Patty Dent, Chairman

**EXHIBIT A**

**PLAN OF MERGER**

This Plan of Merger is made this 19~~th~~ day of September, 2007 by and between The Northern Palm Beaches Chamber of Commerce, Inc. (a/k/a North Palm Beach County Chamber of Commerce), a Florida not for profit corporation ("NPBCCI"), and the Jupiter-Tequesta-Juno Beach Chamber of Commerce, Inc., a Florida not for profit corporation ("JTJBCCI"), said corporations being sometimes hereinafter collectively referred to as "Constituent Corporations".

WHEREAS, the respective boards of directors of the Constituent Corporations deem it advisable that NPBCCI be merged with and into JTJBCCI under the laws of the state of Florida in the manner provided therefor pursuant to Sections 617.1101 through 617.1106, Florida Statutes.

NOW, THEREFORE, in consideration of the premises and of the mutual promises herein, the Constituent Corporations do hereby agree to merge upon the terms and conditions below stated.

1. Agreement to Merger. The Constituent Corporations hereby agree that NPBCCI shall be merged with and into JTJBCCI.

2. Name of Merging Corporation. The merging corporation shall be NPBCCI.

3. Name of Surviving Corporation. The surviving corporation shall be JTJBCCI, whose name shall be changed through this merger to Northern Palm Beach County Chamber of Commerce, Inc. (the "Surviving Corporation").

4. Members. All members of NPBCCI shall become members of the Surviving Corporation.

5. Assets and Liabilities. All assets and liabilities of NPBCCI shall become assets and liabilities of the Surviving Corporation.

WPB 952775.3

6. Directors. The directors of each of the Constituent Corporations (other than ex officio directors) shall be the initial directors of the Surviving Corporation, subject to the terms of the Bylaws adopted by the initial directors of the Surviving Corporation.

7. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation are hereby amended and restated in the form attached as Exhibit A-1.

8. Effective Date of the Plan of Merger. This Plan of Merger shall become effective as of the date hereof, and the merger shall be effective on the later of 12:01 A.M. on October 1, 2007 or the date the Articles of Merger are filed with the Florida Department of State.

9. Counterparts. This Plan of Merger and the related Articles of Merger may be executed in two or more counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same instrument.

IN WITNESS HEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereto, by their respective Chairman, thereunto duly authorized by the respective boards of directors of the Constituent Corporations.

The Northern Palm Beaches  
Chamber of Commerce, Inc.,  
a Florida not for profit corporation

By: Ed Sabin

Ed Sabin, Chairman

Jupiter-Tequesta-Juno Beach  
Chamber of Commerce, Inc.,  
a Florida not for profit corporation

By: Patty Dent

Patty Dent, Chairman

**EXHIBIT A-1**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
NORTHERN PALM BEACH COUNTY CHAMBER OF COMMERCE, INC.,  
A FLORIDA NOT FOR PROFIT CORPORATION**

**ARTICLE I  
NAME**

The name of the corporation shall be Northern Palm Beach County Chamber of Commerce, Inc. (the "Corporation")

**ARTICLE II  
EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE III  
PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation is 800 North U.S. Highway One, Jupiter, FL 33477.

**ARTICLE IV  
PURPOSES**

The Corporation is organized to:

- advance the commercial, industrial, civic, tourist, and general welfare of the municipalities of Juno Beach, Jupiter, Lake Park, Mangonia Park, North Palm Beach, Palm Beach Gardens, Palm Beach Shores, Riviera Beach, Tequesta, and their trade areas, as well as the unincorporated areas surrounding these municipalities;
- preserve the competitive enterprise system of business by: creating a better understanding and appreciation of the importance of the business person and a concern for his or her problems; creating intelligent business and public opinion regarding city, county, state, and national legislative and political affairs; preventing controversies which are detrimental to expansion and growth of business and the community, or mediating them if they arise; and creating a greater appreciation of the value of a more liberal investment of substance and self on behalf of the interests of competitive business; and
- promote business and community growth and development by: promoting economic programs designed to strengthen and expand the income potential of all business within the trade area; promoting programs of a civic, social, and cultural nature which are designed to increase the functional and aesthetic values of the community; promoting the natural resources within the above areas; and discovering and correcting abuses which prevent the promotion of business expansion and community growth.

2. The Corporation is not-for-profit and shall be operated exclusively as a chamber of commerce as defined in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law (the "Code").

3. No part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Corporation, or any other person, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(6) of the Code.

5. Upon the liquidation, dissolution, termination or winding up of the Corporation, the board of directors will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation as described in this Article IV, or to such organization or organizations exempt from Federal income tax under Sections 501(c)(6) or 501(c)(3) of the Code, as the board of directors of the Corporation shall determine.

#### ARTICLE V ELECTION OF DIRECTORS

The directors of the Corporation shall be elected in the manner stated in the Corporation's bylaws.

#### ARTICLE VI REGISTERED OFFICE AND AGENT

A. The Florida street address of the registered office of this Corporation is 800 North U.S. Highway One, Jupiter, FL 33477.

B. The name of the registered agent of this Corporation at the address above is: Suzanne Beve.

#### ARTICLE VII CAPITAL STOCK

The Corporation is a non-stock corporation and shall have no authority to issue any capital stock.

#### ARTICLE VIII MEMBERS

The Corporation shall have members but shall not issue stock. Members shall not have any voting rights.

**ARTICLE IX  
MANAGEMENT**

The powers of the Corporation shall be exercised and its affairs conducted by a board of directors as provided for in the bylaws. The number of directors may be increased or decreased from time to time as the board of directors may determine; however, the number of directors shall not be less than three. The board of directors may create an executive committee as provided for in the bylaws.

**ARTICLE X  
INDEMNIFICATION**

This Corporation shall indemnify its directors and its officers to the fullest extent permitted by the provisions of the Florida Not For Profit Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. The right to indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified. Notwithstanding the indemnification provided for by this Article X, the Corporation's bylaws, or any written agreement, such indemnity shall not include any expenses, liabilities or losses incurred by such indemnitee(s) relating to or arising from any proceeding in which the Corporation asserts a direct claim against the indemnitee(s), whether such claim by the Corporation is termed a complaint, counterclaim, crossclaim, third-party complaint or otherwise.

**ARTICLE XI  
AMENDMENTS**

These Articles of Incorporation may be amended by the act of the board of directors of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 19<sup>th</sup> day of September, 2007.

  
\_\_\_\_\_  
Ed Sabin, Chairman



09/27/2007 16:58 FAX 5618049166  
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GUNSTER YOAKLEY

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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for Northern Palm Beach County Chamber of Commerce, Inc., a Florida not for profit corporation, at the place designated in the foregoing Articles of Incorporation, Suzanne Neve (the "Registered Agent") hereby accepts the appointment as registered agent and agrees to act in this capacity. The Registered Agent further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the Registered Agent is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 617, Florida Statutes.

  
\_\_\_\_\_  
Signature/Registered Agent

September, 2007