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S. TALLENT

JUL 17 2017

*Amended & Restated*

SECRETARY OF STATE  
MILLER HASSOFF TOWER

17 JUL 13 PM 1:01

FILED



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 23, 2017

MICHAEL E. BOUTZOUKAS, ESQ.  
BECKER & POLIAKOFF, P.A.  
1511 N. WESTSHORE BLVD., SUITE 1000  
TAMPA, FL 33607

SUBJECT: THE CITIZENS' ASSOCIATION OF PALM BEACH, INC  
Ref. Number: 736615

We have received your document and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

THE DATE OF ADOPTION IS REQUIRED.

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) 245-6050.

Susan Tallent  
Regulatory Specialist II

Letter Number: 217A00012776

Corrected  
Please provide  
Certified copy  
Self addressed  
stamped envelope  
included.  
Thank You.

17 JUL 13 AM 11:39  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF

THE CITIZENS' ASSOCIATION OF PALM BEACH, INC.  
(A Florida Not For Profit Corporation)

FILED  
JUL 13 PM 1:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of Sections 617.1006 and 617.1007, Florida Statutes, The CITIZENS' ASSOCIATION OF PALM BEACH, INC., a Florida not for profit corporation, hereby certifies that:

1. The Amended and Restated Articles of Incorporation set forth herein were approved by at least a quorum of the members of the Board of the Corporation on May 4, 2017, pursuant to Article IX of the Amended and Restated Articles of Incorporation which became effective on November 30, 2010. The number of votes cast for the amendment was sufficient for approval.

2. The effective date of the Amended and Restated Articles of Incorporation shall be upon the date of filing with the Florida Secretary of State, Division of Corporations.

3. The Articles of Incorporation in effect as of this date are amended as set forth herein in the following respects;

a. Article II regarding duration of the corporation's existence has been amended in certain respects.

b. Article IV regarding the corporation's purpose has been amended in certain respects.

c. Article V regarding Prohibited Activities has been amended in certain respects.

d. Article VII regarding Membership and the Manner of electing the Board of Directors was amended in certain respects.

e. Article VIII regarding the Quorum was amended in certain respects.

f. Article IX regarding Amendments has been amended in certain respects.

4. There are no discrepancies between the provisions of the Articles of Incorporation in effect prior hereto and the provisions of the Amended and Restated Articles of Incorporation set forth herein, other than the inclusion of the foregoing amendments.

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Pursuant to Section 617.1007 of the Florida Statutes, the Articles of Incorporation of The Citizens' Association of Palm Beach, Inc., a Florida not for profit corporation, are hereby amended and restated as follows:

ARTICLE I Name

The name of this corporation shall be 'The Citizens' Association of Palm Beach, Inc. ("Corporation"), and its principal office and mailing address is 139 North County Road, Palm Beach, Florida 33480.

## ARTICLE II Duration

The period of duration of this nonprofit corporation shall be perpetual unless dissolved according to law.

## ARTICLE III Registered Agent and Registered Office

The registered office of the corporation is Bank of America Centre, 625 North Flagler Drive, West Palm Beach, Florida 33401, and the registered agent of the corporation at such office shall be Kenneth S. Direktor, Esq. of the law firm of Becker & Poliakoff, P.A.

## ARTICLE IV Purpose

The Corporation is organized and shall be operated exclusively for the benefit of charitable, scientific, literary, educational and related purposes, all 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.

## ARTICLE V Prohibited Activities

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the 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. No substantial part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to 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. No member, 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.

Any other provision of this Article V to the contrary notwithstanding, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

## ARTICLE VI Dissolution

Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes 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), or be distributed to the Federal Government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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 such court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE VII Manner of Electing Directors

The manner in which the directors of the Corporation are to be elected is stated in the By-laws of the Corporation.

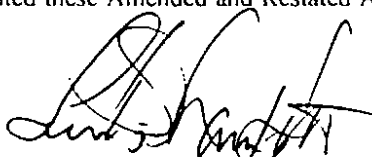
ARTICLE VIII Quorum Requirements

One-third of the total number of members of the Corporation's Board of Directors (the "Board"), as such total number of members is from time to time determined by the Board in accordance with the Corporation's By-laws, shall constitute a quorum for purposes of (a) increasing or decreasing the number of members of the Board, (b) removing any director, (c) removing any officer, (d) filling any vacancy on the Board or any committee thereof, (e) adopting, repealing, altering or amending any by-law, and (f) for the transaction of all other business at any meeting of the Board. One-third of the total number of members of (i) the Executive Committee of the Board, (ii) the Nominating Committee of the Board, and (iii) any other committee of the Board, as such total number of members is from time to time determined by the Board in accordance with the Corporation's By-laws, shall constitute a quorum for the transaction of business at any meeting of the Executive Committee, the Nominating Committee or any other committee of the Board.

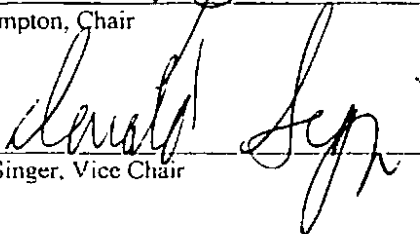
ARTICLE IX Amendments

These Articles of Incorporation may be altered, amended or repealed, in whole or in part, or new Articles may be adopted by the Board at any meeting thereof; *provided, however*, that notice of such alteration, amendment, repeal or adoption of new Article is contained in the notice of such meeting of the Council of Delegates and such notice is given not less than ten days nor more than sixty days prior to the meeting. Any such amendment must be approved by a majority of the votes entitled to be cast at a meeting of the Board.

IN WITNESS WHEREOF, for the purposes of Amending and Restating the Articles of Incorporation of this not for profit corporation under the laws of the State of Florida, the undersigned members of the Board of Directors have executed these Amended and Restated Articles of Incorporation effective as of the 17<sup>th</sup> day of May, 2017.




\_\_\_\_\_  
Lew Crampton, Chair



\_\_\_\_\_  
Donald Singer, Vice Chair

ATTEST:



\_\_\_\_\_  
Harold Epstein, Secretary  
*Assistant SECRETARY*

Corporate Seal

SEAL

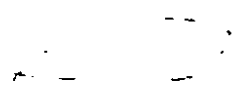
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said statute:

The Citizens' Association of Palm Beach, Inc., desiring to organize under the laws of the State of Florida, has named Kenneth S. Direktor, located at the registered office of the corporation at Becker & Poliakoff, P.A., Bank of America Centre, 625 North Flagler Drive, West Palm Beach, Florida 33401, as its registered agent to accept service of process within this state.

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for The Citizens' Association of Palm Beach, Inc., a Florida not for profit corporation (the "Corporation"), in the foregoing Amended and Restated Articles of Incorporation, the undersigned, on behalf of the Corporation, hereby acknowledges that the undersigned is familiar with and agrees to accept the duties and responsibilities as registered agent for the Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

  
\_\_\_\_\_  
Kenneth S. Direktor, Registered Agent

ACTIVE: 9662527\_1