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PALM BEACH COUNTY CULTURAL COUNCIL, INC.

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May 31, 2012

FLORIDA DEPARTMENT OF STATE

Division of Corporations

PALM BEACH COUNTY CULTURAL COUNCIL, INC.

601 LAKE AVENUE

LAKE WORTH, FL 33460US

SUBJECT: PALM BEACH COUNTY CULTURAL COUNCIL, INC.

REF: 743462

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PALM BEACH COUNTY CULTURAL COUNCIL, INC.
A NON-PROFIT CORPORATION**

Pursuant to the provisions of Chapter 617, Florida Statutes, Palm Beach County Cultural Council, Inc., a Florida non profit corporation, hereby amends and restates its Articles of Incorporation as follows:

**ARTICLE I
CORPORATE NAME**

The name of this corporation shall be:

Cultural Council of Palm Beach County, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

601 Lake Avenue
Lake Worth, Florida 33460

**ARTICLE III
REGISTERED AGENT AND OFFICE**

The name and address of the registered agent of this corporation is:

Rena M. Blades
601 Lake Avenue
Lake Worth, Florida 33460

**ARTICLE IV
DIRECTORS**

The corporation shall have a Board of Directors consisting of at least 3 individuals, the actual number of whom shall be fixed and in accordance with the corporation's Bylaws.

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ARTICLE V DURATION

The period of duration of this corporation is perpetual.

ARTICLE VI GENERAL AND SPECIFIC PURPOSES AND MISSION

The corporation shall be an agency for the arts and cultural development in Palm Beach County, which shall include, but is not limited to; promoting Palm Beach County's culture, advocating for cultural funding, supporting arts education and providing grants to cultural organizations and artists.

The corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder, as amended from time to time (*Code*), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, or corresponding sections of any future federal tax code.

The corporation is organized to conduct programs and activities; to raise funds; to request and receive grants, gifts and bequests of money; and to acquire, receive, hold and invest, in its own name, securities, funds, objects of value or other property.

The purposes of the corporation are to engage in charitable activities, within the meaning of Section 501(c)(3) and Section 170 of the Code, together with all other activities permitted by Section 617.01011 et seq. of the Florida Not For Profit Corporation Act, as amended, which further its exempt purposes, as specified herein, including, but not limited to, the payment of overhead expenses, administrative costs, and reasonable salaries to its officers and employees where necessary to carry out the exempt purposes of the corporation. The purposes for which this corporation is organized shall be limited to those which are strictly charitable within the meaning of Section 501(c)(3) of the Code; provided, however, (i) no part of the net earnings of the corporation shall inure to the benefit of any member of the corporation or other individual; (ii) no substantial part of the corporation's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation; (iii) the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office; and (iv) the corporation shall not conduct its business or affairs in such a manner as to discriminate against any person on the basis of race, color, religion, sex or age. It is the specific intention of the Board of Directors that the purposes and application of the corporation be as broad as permitted by Section 617.0301 of the Florida Not For Profit Corporation Act, but only to the extent that the corporation qualifies as a tax exempt organization within the meaning of Section 501(c)(3) and Section 170 of the Code.

In no event shall the corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Code; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, as hereafter amended, and the applicable rules and regulations thereunder.

The corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in subversive activities.

The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Code.

No compensation shall be paid to any officer, director, trustee, creator or organizer of the corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the corporation.

The corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

**ARTICLE VII
DISSOLUTION**

Upon the dissolution of the Corporation, its assets shall be distributed by the Board of Directors for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or shall be distributed to the federal government or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by a Florida court of competent in Palm Beach County, Florida, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.


IN WITNESS WHEREOF, the undersigned, being the President of Cultural Council of Palm Beach County, Inc., has executed these Amended and Restated Articles this 22nd day of May, 2012.



Rena Blades, as its President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named the Registered Agent of Cultural Council of Palm Beach County, Inc., to accept service of process for the corporation at the place designated in Article III, I hereby certify that I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Rena Blades
Dated: May 22, 2012