

765350

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

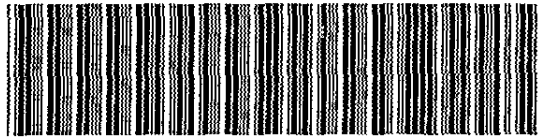
(Business Entity Name)

(Document Number)

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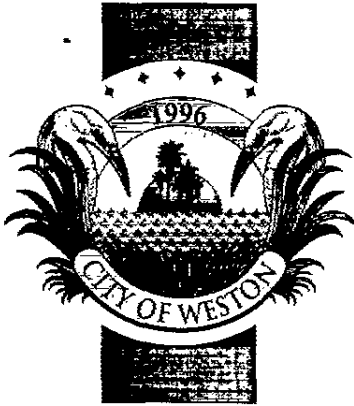


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
KRB
6/17



Eric M. Hersh
Mayor

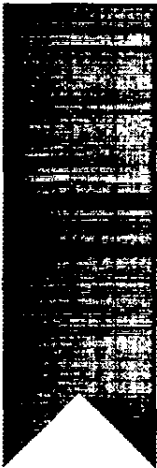
Robin Bartleman
Commissioner

Barbara Herrera-Hill
Commissioner

Daniel J. Stermer
Commissioner

Murray Chermak
Commissioner

John R. Flint
City Manager



June 9, 2003

The Amendment Section
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Amendment – The Town Foundation, Inc.

Dear Madam or Sir:

Enclosed is Check Number 12612 in the amount of \$43.75 (\$35.00 Filing Fee and \$8.75 Certified Copy request), and the Articles of Amendment to Articles of Incorporation of The Town Foundation, Inc.. Once the Amendment has been filed, please send a certified copy to my attention for our files.

Should you have any questions, I can be reached at (954) 385-2000.

Sincerely,

CITY OF WESTON

Patricia A. Bates
City Clerk

Enclosures

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

The Town Foundation, Inc.

(present name)

765350

(Document Number of Corporation (If known))

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.)

The Text of the Amendments to the Articles of Incorporation is attached hereto and made a part hereof as Exhibit "A".

The name of the new Registered Agent and the address of the new Registered Office of The Town Foundation, Inc. are attached hereto and made a part hereof as Exhibit "B".

The names and addresses of the new Officers and Directors of The Town Foundation, Inc. are attached hereto and made a part hereof as Exhibit "C".

SECOND: The date of adoption of the amendment(s) was: May 19, 2003

THIRD: Adoption of Amendment (CHECK ONE)

- The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

Patricia A Bates

Signature of Chairman, Vice Chairman, President or other officer

Patricia A. Bates

Typed or printed name

Secretary/Treasurer

Title

June 9, 2003

Date

Exhibit "A"

Articles of Amendment

To

Articles of Incorporation

Of

The Town Foundation, Inc.

Articles V, VI, VII, VIII and IX of the Amended and Restated Articles of Incorporation of The Town Foundation, Inc., are hereby amended and restated to read:

Article V

Board of Directors

Section 1. Management by Directors. The property, business and affairs of the Foundation shall be managed by a Board of Directors, which shall consist of five (5) persons. A majority of the Directors in office shall constitute a quorum for the transaction of business.

Section 2. Election of Members of Board of Directors. Directors shall be elected by the Members of the Foundation at the annual meeting of the membership. The election shall be decided by majority vote of all Members present in person or by proxy and voting at the annual meeting.

Section 3. Terms of the Board of Directors. Terms of the Board of Directors will expire immediately prior to the Foundation's annual meetings and upon the election of a new Board.

Section 4. Duration of Office. Members elected to the Board of Directors shall hold office until the next succeeding annual meeting of the Members, and thereafter until qualified successors are duly elected and have taken office, except that any Director who also serves concurrently as a member of the City Commission of the City of Weston shall cease to serve as a Director immediately when he or she ceases to serve as a member of the City Commission.

Section 5. Vacancies. If a Director elected by the general membership shall for any reason cease to be a Director, the remaining Directors so elected may elect a successor to fill the vacancy for the balance of the term.

Article VI
Officers

Section 1. Officers Provided For. The Foundation shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. The President shall have the general powers and duties of supervision and management of the Foundation that usually pertain to that office, and shall perform all such duties as are properly required of him or her by the Board of Directors. The Vice President shall have such powers and perform such duties as usually pertain to such office or as are properly required of him or her by the Board of Directors. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President. The Secretary shall issue notices of all meetings of the membership of the Foundation and the Directors where notices of such meetings are required by law. The Secretary shall keep the minutes of the meetings of the membership and of the Board of Directors. The Treasurer shall have the care and custody of all the monies and securities of the Foundation.

Section 3. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting.

Section 4. Election and Appointment of Officers. The Officers of the Foundation shall be elected by the Board of Directors and shall serve at the will of the Board of Directors. Officers may not be Directors of the Foundation. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Article VII
Meetings of Members

Section 1. The annual meeting of the Members shall be held in the month of March of each year at a time and place to be determined by the President.

Section 2. Notice of the annual meeting may be given to the Members either personally, or by sending a copy of the notice through the mail, postage thereon fully paid, to the addresses appearing on the records of the Foundation. Each Member shall register his or her address with the Secretary, and notices of meetings shall be mailed to the Member at such address. Notice of annual meetings shall be mailed or personally delivered at least ten (10) calendar days in advance of the meeting and shall set forth the general nature of the business to be transacted.

Section 3. The presence in person or by proxy at the annual meetings of Members entitled to cast 50% of the votes of the membership shall constitute a quorum for any action governed by these Articles of Incorporation.

Section 4. Regular meetings of the Board of Directors may be held at any place or places within Weston, Broward County, Florida, on such days and at such hours as the President may determine. Notice is not required for such regular meetings except to the extent such notice would be required by law.

Article VIII
Amendments and Priorities

Amendments to these Articles of Incorporation may be proposed by the President and approved by the Board of Directors. The Board of Directors, on behalf of the City of Weston, as the Developer, shall have the absolute right to amend the Articles of Incorporation without the consent of the Members.

Article IX
Fiscal Year

The fiscal year of the Foundation shall run concurrently with the City of Weston's fiscal year.

Exhibit "B"

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Florida in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: The Town Foundation, Inc.

2. The principal office address: 2500 Weston Road, Suite 101, Weston FL 33331

3. The mailing address (if different):

4. Date of incorporation/qualification: 10/08/1982 Document number: 765350

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

John Baric
7900 Glades Road
Boca Raton, FL 33434

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

Patricia A. Bates
2500 Weston Road, Suite 101
(P.O. Box or personal mailbox NOT acceptable)
Weston, FL 33331

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

Patricia A. Bates
(Signature of an officer, chairman or vice chairman of the board)

Patricia A. Bates, Secretary/Treasurer
(Printed or typed name and title)

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

Patricia A. Bates
(Signature of Registered Agent)

June 9, 2003
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

*** FILING FEE: \$35.00 ***

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE AND MAIL TO:
DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

Exhibit "C"

The following list sets forth the names and addresses of the new Officers and Directors of the Town Foundation, Inc., whose new principal and mailing address is 2500 Weston Road, Suite 101, Weston, Florida 33331:

Officers:

John R. Flint, President

David M. Katz, Vice President

Patricia A. Bates, Secretary/Treasurer

Directors:

Eric Hersh, Chair

Barbara Herrera-Hill, Director

Murray Chermak, Director

Robin Bartleman, Director

Daniel Stermer, Director

The above-named Officers and Directors replace Ron Capitena (PD), Kelly Daniels (VD) and Bill Petkowski (STD), as well as any other individuals listed as Officers or Directors of The Town Foundation, Inc.