

N10000002058

DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
PALM BEACH STRATEGIC FORUM, INC.
(Not-For-Profit)**

The undersigned, desiring to Amend and Restate the Articles of Incorporation for Palm Beach Strategic Forum, Inc., originally incorporated on March 1, 2010, under Document No. N10000002058, pursuant to Chapter 617, Florida Statutes, as amended, the Florida Not for Profit Corporation Act, does hereby certify as follows:

There being no Members of the Corporation, the Amended and Restated Articles of Incorporation for Palm Beach Strategic Forum, Inc., were unanimously approved by all the Board of Directors on May 29, 2012.

The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety as follows:

ARTICLE I
NAME

The name of the corporation shall be **PALM BEACH STRATEGIC FORUM, INC.**

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 2401 PGA Blvd., Suite 196, Palm Beach Gardens, Florida 33410.

ARTICLE III
PURPOSE

The corporation is organized exclusively to promote religious, scientific, literary, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, either directly or through other religious, scientific, literary, educational, charitable organizations or the corresponding section of any future federal tax code.

The corporation will specifically aim to foster a better understanding of opportunities and challenges at stake for the Americas in the global market and to provide a platform for business meetings in a broad selection of sectors to help enhance economic development.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. No part of the activities shall be the participation or intervention in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV
MANNER OF ELECTION

The method of election of directors is as stated in the bylaws.

ARTICLE V
DIRECTORS

The affairs of this Corporation shall initially be managed by a Board of Directors consisting of no less than three directors who shall serve in accordance with the procedures described in the By-Laws. The names and addresses of the persons who shall serve as the initial Directors of the Corporation are as follows:

- Gil Remillard 4100 N. Ocean Blvd., Apt. 2502, West Palm Beach, FL 33404
- Nicholas Remillard 4100 N. Ocean Blvd., Apt. 2502, West Palm Beach, FL 33404
- Herschel Gavsie 100 West Cypress Creek Rd., Ste 700, Fort Lauderdale, FL 33309
- Henry Y. Blakiston 270 S. Central Blvd., Suite 102, Jupiter, FL 33458

ARTICLE VI
DISSOLUTION

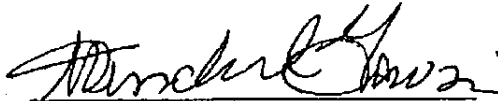
This Corporation is not for profit and, therefore, there shall never be distributed any gains, profits or dividends to any officer, director or member of the Corporation, and no part of the net earnings shall inure to any individual. It is a further express provision of these Articles that the assets and proceeds of every nature and description of the Corporation are, and shall forever be, irrevocably dedicated to the benevolent purposes stated herein. In the event of liquidation or dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation to any exempt organization(s) under Section 501(c)(3), or corresponding section of any future federal tax code, or shall be distributed to the federal government, or state or local government for a public purpose, all as the Board of Directors shall determine.

ARTICLE VII
REGISTERED AGENT AND STREET ADDRESS

The name and Florida address of the registered agent is:

Greenspoon Marder, P.A.
100 W. Cypress Creek Road, Suite 700
Fort Lauderdale FL 33309

IN WITNESS WHEREOF, the Director and duly authorized representative of the Corporation has signed these amended and restated articles this May 29, 2012.

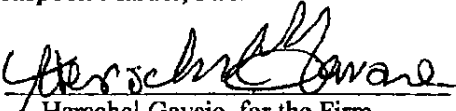


Herschel Gavsie, Director
Authorized Representative

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with the appointment as registered agent and agree to act in this capacity.

Greenspoon Marder, P.A.

By: 
Herschel Gavsie, for the Firm
Registered Agent

Date: May 29, 2012