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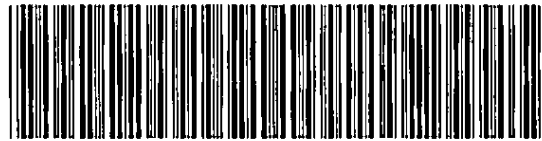
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TALLAHASSEE, FLORIDA

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S. YOUNG

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: NAVY LEAGUE OF THE UNITED STATES, PALM BEACH COUNCIL, INC.

DOCUMENT NUMBER: N12586

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

STEVE WIGGINS

(Name of Contact Person)

(Firm/ Company)

11300 MAINSAIL CT

(Address)

WELLINGTON, FL 33499

(City/ State and Zip Code)

swiggins5341@gmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

STEVE WIGGINS

561

283-9969

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

NAVY LEAGUE OF THE UNITED STATES, PALM BEACH COUNCIL, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

N12586

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

NA

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
*(Principal office address **MUST BE A STREET ADDRESS**)*

NA

C. Enter new mailing address, if applicable:
*(Mailing address **MAY BE A POST OFFICE BOX**)*

NA

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: NA

New Registered Office Address:

(Florida street address)

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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TALLAHASSEE, FLORIDA

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

CORPORATE BYLAWS AMENDED ON OCTOBER 9, 2018.

SEE ATTACHMENT, 11pp

OCTOBER 9, 2018

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

OCTOBER 9, 2018


Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) **(CHECK ONE)**

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

Dated October 9, 2018

Signature 

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

STEVE WIGGINS

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

Bylaws
Navy League of the United States, Palm Beach Council, Inc.
October 9, 2018

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Article I

General

Section 1 The name of this corporation is Navy League of the United States, Palm Beach Council, Inc., a Florida not for profit corporation that may exercise all powers granted to a not for profit organization under the laws of the State of Florida. The corporation, for the sake of convenience, may also be referred to as the "Council," the Board of Directors as the "Board," and the Navy League of the United States as the "Navy League".

Section 2 The principal geographic area to be served by this Council shall be Palm Beach County, Florida. Membership may, however, be accepted from persons living outside the principal area.

Section 3 The principal office of the corporation is in care of Anita Manuel, Palm Beach Tax Group, Inc., 44 Coconut Row, Suite T-5, Palm Beach, Florida 33480, or such other place as shall be selected by the Board from time to time.

Article II

Purpose and Powers

Section 1: This Council is organized generally to sponsor, support, enhance, and promote youth organizations to provide scholarships and scholar awards for, but not limited to, the Naval Sea Cadet Corps, Navy League Cadet Corps, Naval Junior Reserve Officer Training Corps, and the Young Marines of the Palm Beaches, in order that the youth of the area may learn about naval and maritime matters.

Section 2: To foster and maintain interest in the United States Navy, United States Marine Corps, United States Coast Guard, United States Merchant Marine, and their reserve forces as integral parts of a sound national defense. To support and encourage local active duty and reserve personnel of the sea services by demonstrating citizen appreciation, recognition of their service and by assisting local commanders in maintaining command morale by providing performance awards, other awards and other assistance.

Section 3 To constantly keep before the American people and their government that the United States of America is a maritime nation and that national defense and economic well-being are dependent upon strong sea services - United States Navy, United States Marine Corps. United States Coast Guard, and United States Merchant Marine.

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Section 4 This Not For Profit corporation:

- (a) is created under the laws of the State of Florida;
- (b) is organized and operated exclusively for educational purposes within the meaning of Section 170(c)(2) of the IRS Code of 1986;
- (c) expressly provides that no part of the earnings of this corporation may inure to the private benefit or any private shareholder or any individuals; and
- (d) is not disqualified for the tax exemption under Section 501 (c) (3) of the Internal Revenue Code of 1986 by reason of attempting to influence legislation or by reason of participating in any political campaign.

Section 5: These purposes include, but are not limited to, the following:

- (a) providing funds to provide guest lecturers, special equipment, including training vessels, and supplies to youth organizations supported by this Council;
- (b) providing professional volunteer assistance to administrative and teaching staff for youth organizations supported by this Council.

Article III

Membership

Section 1: All members of the Council shall be required to be members in good standing of the Navy League.

Section 2: All applications for membership shall be considered and if accepted and upon payment of annual dues to the Navy League of the United States and to this council, the applicant shall become a member of this Council.

Section 3: Navy League members will be billed directly by the national headquarters of the Navy League for annual dues, in the anniversary month of entry into the Navy League, in the amount established by national headquarters.

Section 4: Council annual dues shall be payable annually, to cover the period from January 1 thru December 31. The amount of dues shall be established by action of the Board. Life members are not required to pay any dues.

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Section 5: The rights and privileges of a member will be terminated on the last day of the month after a thirty (30) day grace period following the expiration of membership unless dues are paid prior to such termination.

Article IV

Membership Meetings

Section 1: Normally, regular monthly meetings of the general membership shall be held in accordance with a schedule developed or modified by the program chairperson. The President may change the date for the regular meeting in any given month provided that the change shall be made and communicated to all members as early as possible and no later than 1 week in advance of the date set for the rescheduled meeting.

Section 2: There shall be no less than 1 meeting each quarter.

Section 3: There shall be an Annual Meeting in the last quarter of each calendar year. At that meeting the President, Treasurer and Membership Chairperson, shall give their reports to the general membership.

Article V

The Board of Directors

Section 1: The Board shall supervise all business of the Council, determine the policies of the council, decide fiscal matters, and establish personnel policies and in general assume responsibility for the support and guidance of the affairs of the Council.

Section 2: The Board shall consist of all elected officers and directors of the council. In any event the number of directors shall not exceed thirty. The Immediate Past President of the Council shall be a director by reason of having held that office, but this director's seat shall not be subject to the nomination and election process. The Immediate Past President of the Council shall be a director by reason of having held that office, for the year(s) immediately following the presidency, until superseded by the next Immediate Past President. This director's seat shall not be subject to the nomination and election process set out below.

Section 3: The term of office for each of the directors elected as such by the membership shall be 3 years. Of the directors elected by the membership, one third shall be elected each year and shall serve their full term from the date of their election.

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Section 4: Regular and/or special meetings of the Board shall be held at such time as the President may designate. Special meetings of the Board may be called by a majority of the members of the Board. Notice of any meeting of the board should be made by the Secretary or designee, to all board members at least 5 days prior to the set date for the meeting. The Board will normally meet monthly, but not less than once each quarter.

Section 5: A quorum for the transaction of business at any properly noticed regular or special meeting of the Board of Directors shall consist of no less than one third of the seated officers and directors.

Section 6: No member of the Board shall receive compensation for his or her services including services of any business with which he or she is affiliated; however, any member may be reimbursed for actual expenses necessarily incurred in the performance of his or her duties.

Section 7: In the event of the resignation, death, or removal of a director, the Board shall elect a replacement to fill the vacancy for the current term of office. Each person so elected to fill a vacancy shall remain a director for the term of the director he or she is elected to replace or until his or her successor has been elected by a vote of the membership.

Section 8: For any reason deemed sufficient by the Board, the Board may delegate any power or duty of any officer or director to the Executive Vice President or to any officer or director, but no officer or director shall execute, acknowledge, or verify any instrument in more than one capacity.

Article VI

Officers

Section 1: The Council shall have the following elected officers: President, Executive Vice President, Secretary, Treasurer, Judge Advocate, Legislative Affairs Officer and additional Vice Presidents for functional areas as may be required from time to time.

Section 2: The President is elected by the general membership for a one year term and may not serve for more than 2 consecutive one year terms, directs the affairs of the Council, presides at meetings, appoints committees, assures compliance with national guidelines and Council Bylaws, is ex officio member of all committees, submits the council Annual Report and such other reports as may be required, represents the Council in public affairs, and in National, Florida Region and South Florida Area activities.

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Section 3: The Executive Vice President is elected by the general membership for a one year term and may not serve more than two consecutive one year terms, reports to the President, assists the President in directing the activities of the Council, acts for the council in the President's absence, is an ex officio member of all committees and coordinates the activities of the council's officers and directors.

Section 4: Vice Presidents are elected by the general membership for one-year terms, report to the President and may succeed themselves.

Section 5: The Secretary is elected by the general membership annually, reports to the President, maintains Council records, prepares and publishes accurate minutes of Board meetings and assures that timely notices of Board meetings are given to Board members and prepares such other notices and reports as may be required. In the absence of the Secretary, the interim designee shall assume the duties of the Secretary.

Section 6 The Treasurer is elected by the general membership, reports to the President, performs the usual duties of a Treasurer of a not for profit organization in order to safeguard the assets of the Council. Assures compliance with National Navy League regulations, guidelines and directives of the Board. Up to date financial reports and reports of all receipts and expenditures are prepared and submitted to the board, assures that the financial report required by federal, state, and local laws are prepared and submitted. The Treasurer will provide requested records to the Council's Audit Committee or to outside auditors so that the financial records of the Council can be audited or reviewed each year.

Section 7 The Immediate Past President holds that position by reason of having held the office of President and is a director not subject to the nomination and election process.

Section 8 The Judge Advocate is elected by the general membership and advises the President and the Board on legal matters and interprets the Bylaws and regulations.

Section 9 The Legislative Affairs Officer is elected by the general membership and advises the President and the Board on legislative matters.

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Article VII

Elections

Section 1: In September of each year, the President shall appoint, subject to the approval of the Board of Directors, a Nominating Committee consisting of five members of the Council, one of whom shall be designated by the President as chairperson. The Nominating Committee shall recommend candidates for the various elective offices to take office in January of the ensuing year.

Section 2 At the November meeting the slate shall be presented to the general membership. At this meeting, additional nominations may be submitted by the general membership, said nominations to be in writing, seconded and accepted by the nominee.

Section 3: At the December meeting uncontested offices will be voted upon by voice vote at the start of the meeting. Contested offices will be voted upon by secret written ballots immediately thereafter and reported upon before the next order of business is considered.

Section 4: Where there are two or more nominees for an elective office or seat on the Board, the number receiving the majority of votes shall be deemed elected for the term of office, effective January 1. Where there are more than two nominees, and none achieves a majority of the votes, the two nominees with the highest number of votes shall be voted upon by secret written ballots with the winner being the nominee with the higher number of votes in the run-off.

Section 5: The Secretary or designee shall prepare ballots in an appropriate form in the event of a contested election.

Article VIII

Committees

Section 1: Ad Hoc Committees

(a) There shall be a Nominating Committee with membership and duties assigned as herein above set out.

(b) The President may appoint such other ad hoc committees to have such duties as the President directs. However, duties of ad hoc committees appointed by the President shall not conflict with the duties of the other committees as herein set forth nor shall said committees be assigned duties which conflict with or are related to the

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duties of an officer unless the said officer shall be appointed as an ex officio member of the committee.

Section 2: Standing Committees

(a) There shall be an Audit Committee comprised of members as the President may deem necessary. The members shall be appointed by the President to perform reviews of the financial records of the Council. The financial records of the Council must be audited or reviewed each year.

(b) There shall be a New Members Committee comprised of no more than four members appointed by the President. This committee shall deal with all matters relating to the encouragement of new membership and retention. However, this committee shall not deal with any matters relating to the application of any particular individual for membership in the Council.

(c) The President with the approval of the Board, may appoint such other standing committees as may be deemed necessary to have such duties as the President directs. The standing committees shall be composed of members of the Council and shall carry out the duties as directed by the President and authorized by the Board.

Article IX

Amendments

Section 1: These Bylaws may be amended by the Board of Directors at any meeting of the Board at which a quorum is present, provided however, that any amendment shall be passed by a majority vote at a meeting which has been called for the purpose of considering amendments to the Bylaws.

Article X

Miscellaneous

Section 1: These Bylaws shall become effective immediately upon adoption by a majority vote of the Board. Upon adoption, The Board shall take all necessary and proper steps to implement these Bylaws in a reasonable and orderly manner.

Section 2: In the event of the death, resignation, or disability of any Director, elected officer, or appointed officer, the Board may select another member to fill the office for the remainder of the term thereof.

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Section 3: These Bylaws will in no way be construed to conflict with the Bylaws and guidelines of the Navy League of the United States and in instances where a conflict arises, the National Bylaws and guidelines of the Navy League shall be controlling.

Section 4: Upon dissolution of this Council, and in accordance with the Bylaws of the Navy League of the United States, The Council President shall transfer to the National Treasurer all funds remaining in the Council's treasury.

Article XI

Removal and Termination

Section 1: The Board shall have the power to remove any Officer or Director with cause.

Section 2: By a majority vote of the Board, a member may be expelled from the Council for cause.

Article XII

Indemnification

The Council shall indemnify, to the full extent permissible under applicable Florida law, any person made, or threatened to be made, a party to any civil action or proceeding, by reason of the fact that he or she, his or her testator or intestate was a director, officer, or committee member of the Council, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such director, officer, or committee member acted, in good faith, for a purpose which he or she reasonably believed to be in the best interest of the Council.

Article XIII

Fiscal Year

Section 1: The fiscal year of the Council shall begin January 1 and end December 31.

Article XIV

Rules of Order

Section 1: Robert's Rules of Order Newly Revised shall control in all questions of parliamentary procedure not covered by these Bylaws.

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Article XV

Prohibitions

Section 1: No officer or member of the Council shall undertake, in the name of the Council or of the Navy League, any action intended to prejudice the aims of and the established policies of the Council or the Navy League and no member shall communicate with any Department of the United States Government in the name of the Navy League on general policy matters without the approval of the Council President and National President.

Section 2: No use may be made of the Navy League name, logo, seal, or other indicia of the Navy league, including list of members' names and addresses for any purpose other than the fulfillment of the mission of the Navy League.

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Addendum

Revision notes

2008 revision note:

Articles of the incorporation were filed with the Florida Department of State on 12/17/ 85. Amendments to the Article of Incorporation were files 10/06/89 to change Palm Beach Council name and 11/02/89 to comply with IRS requirements under Section 501 (c)(3).

2017 revision note:

These bylaws and amendments were approved and authorized by The Board of Directors at a special meeting called for that purpose by President Sonia Foster on September 19, 2017 at 09:30. Articles of Incorporation of the Palm Beach Council were filed with the Florida Department of State 12/17/85. Amendments to the Article of Incorporation were filed 10/06/89 to change the Palm Beach Council name and 11/02/89 to comply with requirements under section 501(c)(3). Bylaws were amended last in September 2008 by Irv Silver President. These amendments are submitted with current updates by Sonia Foster President, NLUS PBC SEPTEMBER 19, 2017. This is the 3rd Amendment to the Palm Beach Council bylaws. Sonia Foster President September 19,2017