N14000010093

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Sustainable Palm Beach County, Inc.

DOCUMENT NUMBER: N14000010093

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

Please return all correspondence concerning this matter to the following:

Karen T. Marcus
(Name of Contact Person)

Sustainable Palm Beach County, Inc.
(Firm/ Company)

920 Evergreen Drive
(Address)

North Palm Beach, FL 33408
(City/ State and Zip Code)

karentmarcus@gmail.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Justine Thompson Cowan, Esq., Attorney for Corporation at (407) 506-4109
(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

Sustainable Solutions P.B.C., Inc.

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

(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:

Sustainable Palm Beach County, Inc. *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: N/A
(Principal office address MUST BE A STREET ADDRESS)

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

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: N/A

(Florida street address)

New Registered Office Address:

_____, Florida _____
(City) *(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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AMENDED AND RESTATED ARTICLES OF INCORPORATION FOR SUSTAINABLE PALM BEACH COUNTY, INC.

In compliance with the requirements of Chapter 617, Florida Statutes, being the Directors of Sustainable Palm Beach County, Inc. (hereinafter the "Corporation"), a Florida nonprofit corporation, and desiring to amend and restate its Articles of Incorporation, do hereby certify:

FIRST: The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on October 28, 2014, Document No. N14000010093.

SECOND: These Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation and all amendments to them, were adopted by all of the Directors of the Corporation on June 16, 2015. To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended as herein set forth in full:

ARTICLE I
<u>Name of Corporation</u>

The name of the Corporation shall be Sustainable Palm Beach County, Inc.

ARTICLE II
<u>Principal Address of Corporation</u>

The address of the Corporation shall be 920 Evergreen Drive, North Palm Beach, FL 33408.

ARTICLE III
<u>Purpose and Powers of Corporation</u>

The purpose of the Corporation is to promote the long-term sustainability of Palm Beach County's environment, neighborhoods, and quality of life through preservation, enhancement, and restoration of its environmental and community resources.

Palm Beach County contains abundant natural resources including the Everglades, Lake Okeechobee, the Lake Worth Lagoon, the Loxahatchee River, coastal estuaries, and over forty miles of beaches. Agricultural lands, which border and serve as a buffer to the Everglades, are both vast and particularly productive. Our local environment supports our water supply and serves essential economic, social and environmental interests such as tourism, recreation, hiking, bird watching, fishing, diving, boating, wildlife conservation and more. Increasingly within Palm Beach County, natural areas, agricultural lands, and local neighborhoods are under threat from poorly planned or unsustainable proposals for development.

The Corporation is organized to create a more sustainable future through the development, promotion, and implementation of solutions to ensure the protection of our unique environment, community, and water resources.

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, as amended, or under any corresponding provisions of any subsequent federal tax laws governing the distributions to organizations qualified as tax-exempt.

Except as limited by the Articles of Incorporation and the Bylaws, the Corporation will have and exercise all rights and power in furtherance of its purposes as are or may hereafter be conferred on not-for-profit corporations, pursuant to Chapter 617, Florida Statutes, and in accordance with other applicable law.

Notwithstanding any other provisions of these Articles of Incorporation, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal United States Internal Revenue law.

ARTICLE IV
Manner of Election

The affairs of this Corporation shall be managed by its Board of Directors. The method of election or appointment of the Board of Directors shall be fixed and governed by the Bylaws of the Corporation.

ARTICLE V
Board of Directors

The names and addresses of the officers of the Corporation are:

Karen T. Marcus (President)

920 Evergreen Dr.
North Palm Beach, FL 33408

Milton J. "Chip" Block (Vice-President)

101 Lighthouse Drive
Jupiter 33469

Lisa B. Interlandi (Secretary)

378 Northlake Blvd. #105
North Palm Beach, FL 33408

Tom Twyford Jr. (Treasurer)

921 Laurel Road
North Palm Beach, FL 33408

ARTICLE VI
Registered Agent

The name and street address of the registered agent are Gary M. Brandenburg, Esq., 11891 U.S. Highway One, Suite 100, North Palm Beach, FL 33408.

ARTICLE VII
Incorporator

The name and address of the person signing these Articles of Incorporation are Karen Marcus, 920 Evergreen Drive, North Palm Beach, FL 33408.

ARTICLE VIII
Duration

This Corporation shall have perpetual existence, commencing on the date of acceptance and filing of the Articles of Incorporation with the Secretary of State, Division of Corporations, State of Florida.

ARTICLE IX
Dissolution Clause

A majority of the Board of Directors may authorize dissolution of the Corporation. After dissolution is authorized, the Corporation must file articles of dissolution in compliance with Section 617.1403, Florida Statutes, with the Department of State.

Upon the dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE X
Amendments

A corporation's right to amend, alter, change or repeal any provision contained in these Articles of Incorporation will be provided for in the Bylaws of the Corporation.

ARTICLE XI
Bylaws

The Bylaws of this Corporation shall be adopted by the incorporator on behalf of the Corporation and those Bylaws may be altered, amended, or rescinded by a two-third's vote of the Board of Directors.

ARTICLE XII
Meetings

The meeting for the election of members of the Board of Directors shall be as provided in the Bylaws.

Hereby adopted on the 16th day of June 2015.

Attested by:

____
Board of Directors, President

The date of each amendment(s) adoption: June 16, 2015, if other than the date this document was signed.

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 June 16, 2015

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)

Karen T. Marcus

(Typed or printed name of person signing)

President

(Title of person signing)