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FLORIDA CITY AND COUNTY MANAGEMENT FOUNDATION

Post Office Box 1757 - Tallahassee, Florida 32302-1757 - (904) 222-9684 - Fax (904) 222-3806

September 27, 2000

Florida Department of State
The Capitol
Plaza Level 2
Tallahassee, FL 32399-0250

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-10/02/00-01031-002 1
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To Whom It May Concern:

Please file the attached amended Articles of Incorporation for the Florida City and County Management Foundation Inc.

Attached is a check for \$35 per you instructions.

Sincerely,

Lynn Lovallo

Lynn Lovallo
Executive Assistant

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**Amended and Restated
Articles of Incorporation**

of

FLORIDA CITY AND COUNTY MANAGEMENT FOUNDATION, INC.

a Florida Not For Profit Corporation

In accordance with Section 617.1007, Florida Statutes, the undersigned corporation, FLORIDA CITY AND COUNTY MANAGEMENT FOUNDATION, INC., pursuant to a resolution adopted by its board of directors, adopts and files the following Amended and Restated Articles of Incorporation:

Article I

The name of the corporation is **FLORIDA CITY AND COUNTY MANAGEMENT FOUNDATION, INC.**

Article II

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

301 South Bronough Street
Suite 300
Tallahassee, Florida 32301

Article III

The corporation is a not for profit corporation. The purposes for which the corporation is organized are:

(a) The specific and primary purposes of this corporation are to educate the public about the benefits of the council-manager form of government, to promote professional management of governmental affairs, to further the efficiency, understanding, and ability of the council-manager form of government to better perform its functions, duties, and responsibilities, to enhance and promote the professional development of professionals in the field, to enhance the general improvement of local government, and to foster common policies, requirements, and educational efforts to improve the ethical standards in local government.

(b) The general purposes of this corporation are to operate for not for profit purposes which will qualify it as an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt

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organizations under the Code.

Article IV

The manner in which the directors are elected or appointed shall be set forth in the bylaws.

Article V

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

Article VI

The name and street address of the initial registered agent of the corporation is:

Lynn Tipton
c/o Florida City and County Management Association, Inc..
301 South Bronough Street
Suite 300
Tallahassee, FL 32301

Certificate Required by Section 617.1007, Florida Statutes

In accordance with Section 617.1007(3), Florida Statutes, the corporation, through the undersigned, certifies that the foregoing Amended and Restated Articles of Incorporation reflect amendments to the Articles of Incorporation of Florida City and County Management Foundation, Inc. dated February 10, 1994 and filed with the Secretary of State on March 2, 1994 ("Prior Articles") as follows:

1. Article I of the Prior Articles was deleted and replaced with Article I of the Amended and Restated Articles of Incorporation.
2. Article II of the Prior Articles was deleted and replaced with Article II of the Amended and Restated Articles of Incorporation.
3. Article III of the Prior Articles was deleted and replaced with Article III of the Amended and Restated Articles of Incorporation.
4. Article IV through XIV of the Prior Articles were deleted in their entirety.
5. Articles IV through VI of the Amended and Restated Articles of incorporation were not included in the Prior Articles.

The amendments described above were adopted pursuant to Section 617.1002, Florida Statutes, at an annual meeting of the membership on May 24, 2000 (date) by more than two-thirds (2/3) of the votes which members present at the meeting or represented by proxy were entitled to cast.

The undersigned has executed these Amended and Restated Articles of Incorporation on this 24th day of May, 2000.

FLORIDA CITY AND COUNTY MANAGEMENT
FOUNDATION, INC.


By: _____
Its President