

JONES  
FOSTER  
JOHNSTON  
& STUBBS, P.A.  
Attorneys and Counselors

732156

Flagler Center Tower, Suite 1100  
505 South Flagler Drive  
West Palm Beach, Florida 33401  
Telephone (561) 659-3000

*Mailing Address*  
Post Office Box 3475  
West Palm Beach, Florida 33402-3475  
Facsimile (561) 832-1454

Sidney A. Stubbs, Esquire  
Direct Dial: 561-650-0426  
Direct Fax: 561-650-0409  
E-Mail: sstubbs@jones-foster.com

January 19, 2002

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32301

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 FEB 13 AM 9:29

Re: Economic Council of Palm Beach County, Inc.

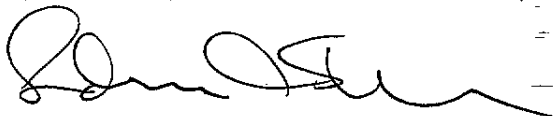
Gentlemen:

Enclosed are the original and a copy of the Amended and Restated Articles of Incorporation of the captioned non-profit corporation. Please file the original and return the copy certified.

A check in the amount of \$43.75 is enclosed to cover the \$35.00 filing fee and the \$8.75 fee for the certified copy.

Sincerely,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.



By \_\_\_\_\_  
Sidney A. Stubbs

SAS:sw  
Enclosures  
G:\ECONOMIC.CNC\SecyState L1.doc

600004794206--9  
-01/24/02--01052--008  
\*\*\*\*\*43.25 \*\*\*\*\*43.25

*Amended & Restated Art.*

V SHEPARD FEB 17 2002



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 31, 2002

SIDNEY A. STUBBS, ESQ.  
POST OFFICE BOX 3475  
W. PALM BEACH, FL 33402-3475

SUBJECT: ECONOMIC COUNCIL OF PALM BEACH COUNTY, INC.  
Ref. Number: 732156

We have received your document for ECONOMIC COUNCIL OF PALM BEACH COUNTY, INC. and your check(s) totaling \$43.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the Restated Articles were adopted by the directors and do not contain any amendments requiring member approval, a statement to that effect must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 102A00006008

**JONES  
FOSTER  
JOHNSTON  
& STUBBS, P.A.**  
**Attorneys and Counselors**

Flagler Center Tower, Suite 1100  
505 South Flagler Drive  
West Palm Beach, Florida 33401  
Telephone (561) 659-3000

*Mailing Address*  
Post Office Box 3475  
West Palm Beach, Florida 33402-3475  
Facsimile (561) 832-1454

**Sidney A. Stubbs, Esquire**  
Direct Dial: 561-650-0426  
Direct Fax: 561-650-0409  
E-Mail: sstubbs@jones-foster.com

February 9, 2002

Ms. Velma Shepard  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Economic Council of Palm Beach County, Inc.  
Ref. No. 732156  
Letter No. 102A00006008

Dear Ms. Shepard:

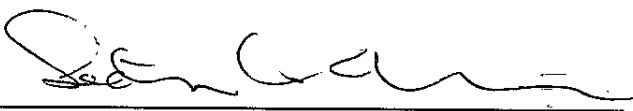
Enclosed are the Amended and Restated Articles of Incorporation of Economic Council of Palm Beach County, Inc.

We have corrected the mistake in paragraph 3 to correctly reflect that the Amended and Restated Articles of Incorporation were adopted by the members of the meeting held on December 13, 2001.

Thank you for your attention to this matter.

Sincerely,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By   
Sidney A. Stubbs

SAS:mlk  
Enclosure

G:\eCONOMIC.CNC\Shepard1.doc

RECEIVED  
02 FEB 13 AM 8:44  
DIVISION OF CORPORATIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 FEB 13 AM 9:29

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ECONOMIC COUNCIL OF PALM BEACH COUNTY, INC.  
(A Corporation Not For Profit)**

1. Pursuant to Section 617.0202, Revised Florida Statutes, the undersigned hereby submits these Amended and Restated Articles of Incorporation.
2. The name of the Corporation is Economic Council of Palm Beach County, Inc.
3. These Amended and Restated Articles of Incorporation were adopted by the members at a meeting held on December 13, 2001.
4. The adopted Amended and Restated Articles of Incorporation are as follows:

**ARTICLE I  
Name**

The name of the Corporation is Economic Council of Palm Beach County, inc. (the "Corporation"). Its principal office and mailing address shall be 1555 Palm Beach Lakes Boulevard, West Palm Beach, FL 33401-2375, or at such place as may be designated in Palm Beach County from time to time by the Board of Directors.

**ARTICLE II  
Duration**

The period of duration of the Corporation is perpetual.

**ARTICLE III  
Purpose and Powers**

The Corporation has been formed to promote prudent economic growth of Palm Beach County, Florida, and an improved quality of life., The Corporation shall be empowered to do and perform all acts and things as are allowed by the laws of the State of Florida with respect to not-for-profit corporations, as those laws now exist or as they may hereafter provide.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE IV**  
**Prohibition Against Distribution of Income**

The Corporation is one which does not permit pecuniary gain or profit. No part of any net earnings shall inure to the benefit of any member, Director or Officer, in their capacity as such, and as such they will have no interest in or title to any of the property or assets of the Corporation.

**ARTICLE V**  
**Capital Stock**

The Corporation shall have no capital stock nor a designated minimum amount of capital to operate its business and shall be composed of members rather than shareholders.

**ARTICLE VI**  
**Qualifications of Membership**

The categories of membership, qualifications for membership, and the manner of admission shall be as regulated by the By-Laws of the Corporation.

**ARTICLE VII**  
**Voting Rights**

Members of the Corporation will have such voting rights as are provided in the By-Laws of the Corporation.

**ARTICLE VIII**  
**Liability for Debts**

Neither the members nor the Officers or Directors of the Corporation shall be liable for the debts of the Corporation.

**ARTICLE IX**  
**Directors**

The Corporation shall have no less than three (3) nor more than thirty-five (35) Directors. The Directors shall be elected in the manner set forth in the By-Laws of the Corporation.

**ARTICLE X**  
**Officers**

The affairs of the Corporation shall be conducted by the following: a Chair, Chair-Elect, President, Secretary, and Treasurer, and if elected by the Board of Directors, any such Officer and Assistant Officer as may be designated by the Board of Directors.

#### **ARTICLE XI Incorporators**

The names and residences of the original subscribers and incorporators are as follows:

|                      |  |
|----------------------|--|
| J. B. Stancliffe     | 2001 Executive Plaza<br>2001 Palm Beach Lakes Boulevard<br>West Palm Beach, FL 33409 |
| Robert Paul Levinson | Rubin Construction Company<br>P.O. Box 15065<br>West Palm Beach, FL 33406            |
| Everett B. Nowlen    | 601 Flagler Court Drive<br>West Palm Beach, FL 33401                                 |

#### **ARTICLE XII Registered Office and Agent**

The registered office for the Corporation and the registered agent for the Corporation at that address are the following: 1555 Palm Beach Lakes Boulevard, West Palm Beach, FL 33401-2375 -- R. Michael Jones.

#### **ARTICLE XIII By-Laws**

The first By-Laws have been made by the Incorporators. All alterations or revisions of the By-Laws shall be made by the Directors at any regular meeting or a special meeting duly called and held for that purpose in accordance with the By-Laws.

#### **ARTICLE XIV Indemnification**

This Corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Laws, agreement, vote of shareholders, or disinterested directors or otherwise,

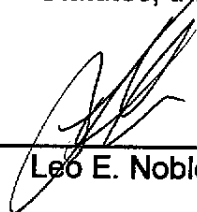
both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

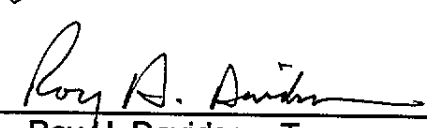
**ARTICLE XIV**  
**Alteration, Repeal or Amendment of Amended and**  
**Restated Articles of Incorporation**

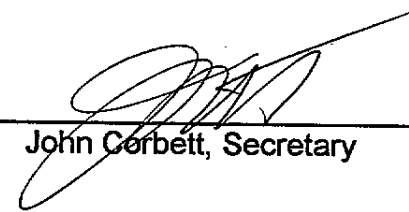
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on Officers, Directors, and members herein are granted subject to this reservation.

The Amended and Restated Articles of Incorporation shall not be amended, altered, changed or repealed unless by a majority vote of the entire membership of the Board of Directors.

IN WITNESS WHEREOF, I have made and executed these Amended and Restated Articles as required under Chapter 617, Florida Statutes, this 10th day of January, 2002.

By:   
Leo E. Noble, Chairman

By:   
Roy H. Davidson, Treasurer

By:   
John Corbett, Secretary

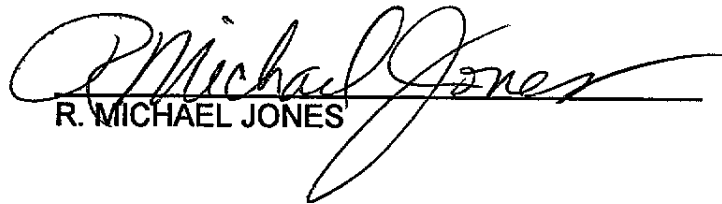
**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THIS DATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

The Economic Council of Palm Beach County, Inc. desiring to organize under the laws of the State of Florida as a corporation not for profit, with its Registered Office as indicated in the Articles of Incorporation at 1555 Palm Beach Lakes Boulevard, West Palm Beach, Florida 33401-2375, has named R. Michael Jones as its Registered Agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
R. MICHAEL JONES

N:\SAS\ECONOMIC.CNC\Articles.Inc-revised.doc  
1/10/02 10:59 AM