

N05227

PRESTON J. FIELDS, P.A.

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PRESTON J. FIELDS

OF COUNSEL

ROBERT M. FIELDS

September 3, 2002

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*****35.00 *****35.00

Florida Department of State
Division of Corporations
Post Office 6327
Tallahassee, Florida 32314

Re: Amendments to Articles of Incorporation

To Whom It May Concern:

Enclosed please find the Amendments to Articles of Incorporation for Communities in Schools of Palm Beach County, Inc. Please file the same. Additionally, enclosed is Communities in Schools of Palm Beach County, Inc.'s check in the amount of \$35.00 for the cost of filling said amendments.

If there are any problems, please feel free to contact me.

Sincerely,



Mandy Mattox
Assistant to Preston J. Fields

FILED
02 SEP -6 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION FOR
COMMUNITIES IN SCHOOLS OF
PALM BEACH COUNTY, INC.
A Florida Not-For-Profit Corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT to the Provision of §617.1006, Fla. Stat., Communities in Schools of Palm Beach County, Inc., a Florida Not-For-Profit Corporation, adopts the following Articles of Amendment to its Articles of Incorporation, as well as all previously adopted amendments to its Articles of Incorporation.

FIRST: The Articles of Incorporation for the Corporation, and all subsequent amendments to the Articles of Incorporation, are amended in their entirety.

SECOND: In their place, the Corporation inserts the following Articles:

Article I - Name

The name of this corporation is Communities in Schools of Palm Beach County, Inc. ["Corporation"].

Article II - Principal Place of Business

The principal place of business of this Corporation is 230 South Dixie Highway, Suite 200, Lake Worth, Florida 33460.

Article III - Duration

The duration of this Corporation is perpetual.

Article IV - Power and Purpose

This Corporation is granted the following powers and is organized for the following purposes:

(A) The Corporation shall have the right to exercise all those powers set forth in

§617.0302, Fla. Stat. (2001).

(B) The purposes for which this Corporation is organized are exclusively religious, charitable, scientific, literary, and/or educational within the meaning of §501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law.

(C) Notwithstanding any other provision 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 §501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law.

(D) In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in §§ 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior Internal Revenue Code, or to the Federal, State, or local government to be used exclusively for public purpose.

Article V - Directors

The number of directors constituting the Board of Directors of this Corporation ["Board"] shall be at least Seven (7), but no more than Thirty (30). The names and addresses of the persons serving as Directors of this Corporation, until their successors are elected and qualify, whichever occurs first, shall be:

Name	Address
James Auld	The Morganti Group, Inc. 1800 Australian Ave. S, Ste 302 West Palm Beach, FL 33409
Scott Berger	Kaufman, Rossin & Co. 225 N. E. Mizner Blvd., Ste. 250 Boca Raton, FL 33432
Jonathan Brown	Washington Mutual Bank 5000 W. Boynton Beach Blvd. Boynton Beach, FL 33437
Darren Cleveland	Venture Capital Holdings 7400 N. Federal Hwy, B-21 Boca Raton, FL 33487
Frank Compiani	RSM McGladrey, Inc. 1555 Palm Beach Lakes Blvd., #1400 West Palm Beach, FL 33401
David Dampier, Jr.	Workforce Development Board 2051 Martin Luther King Jr. Blvd. Riviera Beach, FL 33404
Roby DeReuil	Suffolk Construction 515 N. Flagler Drive West Palm Beach, FL 33401
Richard Ekey	Prudential Preferred Financial Services 560 Village Blvd., Suite 100 West Palm Beach, FL 33409
Preston J. Fields	7711 North Military Trail Suite 1014 Palm Beach Gardens, FL 33410
Ed Garcia	PBC School Board P. O. Box 541048 Lake Worth, FL 33454
JoAnn "Jodi" Gooding, SPHR	J.J. Taylor Companies, Inc. 11780 US Hwy 1, Suite 204 North Palm Beach, FL 33418
Bill Jenner	PBCC Foundation 812 Fern Street West Palm Beach, FL 33401

Shirley Lichtstein	2735 Hancock Creek Road West Palm Beach, FL 33411
Greg Marsh	AmeriPath 7289 Garden Road, Suite 200 Palm Beach Gardens, FL 33404
Linda Mason	Bank of America 625 N. Flagler Drive, 10 th Floor West Palm Beach, FL 33401
Janice Newlands	Fidelity Federal Bank & Trust 205 Datura Street West Palm Beach, FL 33401
Dr. Joseph Orr	School District of PBC 3300 Forest Hill Blvd., Ste. C-316 West Palm Beach, FL 33406
Felicia Rodriguez	WPBF-TV Channel 25 3970 RCA Blvd., #7007 Palm Beach Gardens, FL 33410
Carlos Rosello	Freedom Shores Elementary 3400 Hypoluxo Road Boynton Beach, FL 33462
Richard Wolz	Washington Mutual Bank 200 E. Palmetto Park Dr., Ste.202 Boca Raton, FL 33432
Gayle A. Landen	Communities In Schools of PBC 230 S. Dixie Highway, Suite 200 Lake Worth, FL 33460

Article VI - Honorary Board

This Corporation shall have an Honorary Board of Directors ["Honorary Board"]. The number of directors serving on the Honorary Board ["Honorary Directors"] shall be at least One (1), but no more than Thirty (30). The names and addresses of the persons serving as Honorary Directors until their successors are elected and qualify, whichever occurs first, shall be:

Name	Address
<i>Max Davis</i>	11046 Oakway Circle Palm Beach Gardens, FL 33410
<i>Dr. Dennis Gallon - 6/1998</i>	Palm Beach Community College 4200 Congress Avenue Lake Worth, FL 33461-4796
<i>Senator Ron Klein - 12/1998</i>	3333 South Congress Avenue, #305A Delray Beach, FL 33445
<i>Carol Roberts - 9/1999</i>	Governmental Center 301 North Olive West Palm Beach, FL 33401

Article VII - Officers

The Officers of this Corporation shall be the Chairperson of the Board ["Chairperson"], Vice-Chairperson of the Board, President (the office of President shall be filled by the Corporation's Executive Director), Vice-President, Secretary, Treasurer, and, at the discretion of the Board, any other officers or assistants. The name and address of the persons serving as an Officer of this Corporation, until their successor are elected and qualify, whichever occurs first, shall be:

Name	Address	Office
Gregory A. Marsh	AmeriPath 7289 Garden Road, Suite 200 Palm Beach Gardens, FL 33404	Chairperson of the Board
Linda A. Mason	Bank of America 625 N. Flagler Drive, 10 th Floor West Palm Beach, FL 33401	Vice-Chairperson of the Board
Gayle A. Landen Executive Director of the Corporation	230 S. Dixie Hwy., Suite 200 Lake Worth, FL 33460	President

Linda A. Mason	Bank of America 625 N. Flagler Drive, 10 th Floor West Palm Beach, FL 33401	Vice-President
Janice Newlands	Fidelity Federal Bank & Trust 205 Datura Street West Palm Beach, FL 33401	Secretary
Scott Berger	Kaufman, Rossin & Co. 225 N. E. Mizner Blvd., Ste. 250 Boca Raton, FL 33432	Treasurer

Article VIII - Members

The Corporation shall have Members. Each Member shall be a member of the Board and shall be entitled to vote as set forth in the By-Laws.

Article IX - By-Laws

The By-Laws of this Corporation shall be adopted by the Board, and may be changed or repealed by the affirmative vote of a majority of the Members at a meeting called for that purpose.

Article X - Amendments

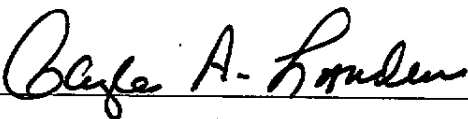
These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of the Members at a meeting called for that purpose.

Article XI - Registered Agent

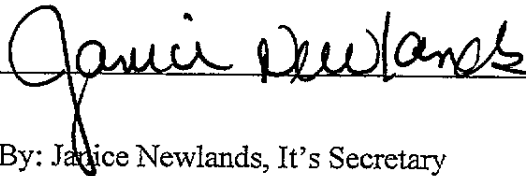
The name and address of the Registered Agent of this Corporation is:

Name	Address
Preston J. Fields	7711 North Military Trail, Suite 1014, Palm Beach Gardens, Florida 33410

THIRD: There are Members entitled to vote on the amendments. The amendments were adopted by the Members on August 22, 2002.



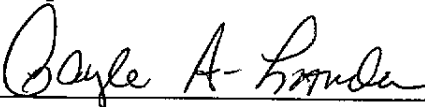
By: Gayle A. Landen, It's President



By: Janice Newlands, It's Secretary

**CERTIFICATE OF DESIGNATION OF PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING
AN AGENT UPON WHOM PROCESS MAY BE SERVED**

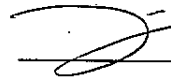
Pursuant to §§ 48.091(1) and 617.0501, Fla. Stat. (2001), this Corporation hereby designates Preston J. Fields, of 7711 North Military Trail, Suite 1014, Palm Beach Gardens, Florida, 33410, to serve as Registered Agent for this Corporation to accept service of process within this State.



By: Gayle A. Landen, It's President

ACKNOWLEDGMENT

I, Preston J. Fields, of 7711 North Military Trail, Suite 1014, Palm Beach Gardens, Florida, 33410, do hereby accept the appointment of Registered Agent for this Corporation and do hereby agree to serve as Registered Agent, act in this capacity, and agree to comply with the provision of said statute relative to the keeping of a registered office of the Corporation.

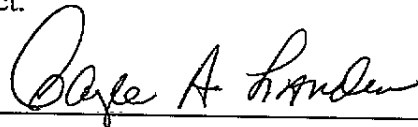


Preston J. Fields / Registered Agent

NOTARIZATION

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Gayle A. Landen , as the President of this Corporation, who, after being duly cautioned and sworn, deposes and says that he/she has read the above information and it is true and correct.



Gayle A. Landen

The foregoing instrument was sworn to, affirmed, or acknowledged before me on this 30th day of August, 2002 by Gayle A. Landen, who is personally known or produced the following type of identification FL DL L535-781-44-562-0.

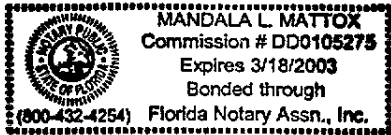
Notary Signature:



Notary Name:

Notary Commission:

Notary Expiration:



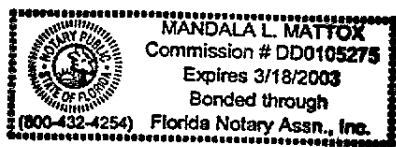
STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Preston J. Fields, as Registered Agent of this Corporation, who, after being duly cautioned and sworn, deposes and says that he has read the above information and it is true and correct.



Preston J. Fields

The foregoing instrument was sworn to, affirmed, or acknowledged before me on this 30th day of August, 2002 by Preston J. Fields, who is personally known or produced the following type of identification _____.



Notary Signature: Mandala J Mattox
Notary Name: _____
Notary Commission: _____
Notary Expiration: _____