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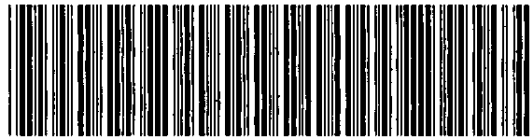
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2008 SEP -8 AM 2:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended
Restated
Articles

9/11/08

SG

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: CHAMBER OF COMMERCE OF THE PALM BEACHES, INC.

DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

DENNIS GRADY

(Name of Contact Person)

CHAMBER OF COMMERCE OF THE PALM BEACHES, INC.

(Firm/ Company)

401 NORTH FLAGLER DRIVE

(Address)

WEST PALM BEACH, FLORIDA 33401

(City/ State and Zip Code)

For further information concerning this matter, please call:

DENNIS GRADY

(Name of Contact Person)

at (561) 833-3711 (ext. 232)

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$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

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

FILED
2008 SEP -8 AM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CHAMBER OF COMMERCE OF THE PALM BEACHES, INC.

In accordance with Chapter 617, Florida Statutes and Article VIII of the Articles of Incorporation of Chamber of Commerce of the Palm Beaches, Inc., originally approved as a corporation known as Greater West Palm Beach-Palm Beach County Chamber of Commerce, Inc. by judicial decree on May 27, 1948, and reincorporated as Greater West Palm Beach Chamber of Commerce, Inc. on February 7, 1966, the Articles of Incorporation of the Chamber of Commerce of the Palm Beaches, Inc. are hereby amended and restated in their entirety. These Amended and Restated Articles of Incorporation completely amend, restate, and supersede the provisions of the Articles of Incorporation heretofore in effect, and were duly adopted and approved by the Directors at a meeting on June 25, 2008.

ARTICLE I

Name of Corporation

The name of this Corporation shall be CHAMBER OF COMMERCE OF THE PALM BEACHES, INC.

ARTICLE II

Purposes

The purposes for which this Corporation are organized are exclusively those of a Chamber of Commerce within the meaning of Section 501(c) (6) of the Internal Revenue Code of 1954, as amended. The general nature of the activities of this Corporation is the promotion and improvement of the common interests of the commercial, industrial and civic interests within Palm Beach County, Florida.

ARTICLE III

Prohibited Activities

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

Notwithstanding any other provision of these Articles, this 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 Internal Revenue Code of 1954, as amended, or the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE IV

Membership

The Members of this Corporation shall be those persons who have been admitted to membership in accordance with the Bylaws of this Corporation.

ARTICLE V

Corporate Duration

This Corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE VI

Board of Directors

Section 1. Number. The number of Directors shall be as provided in the Bylaws, which number may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than six (6).

Section 2. Qualification. Only members may be Directors of this Corporation.

Section 3. Election. Directors shall be elected as provided in the Bylaws of this Corporation.

ARTICLE VII

Executive Committee

Section 1. The affairs of this Corporation shall be managed by a Chair, Immediate Past Chair, Chair-Elect, Secretary, a Treasurer, General Counsel and such other additional Executive Committee Members as may be provided by the Bylaws.

Section 2. The Executive Committee Members shall serve as set forth in the Bylaws of the Corporation.

ARTICLE VIII

Bylaws

The Bylaws of this Corporation shall be made, altered, amended or rescinded at any regular or special meeting of the Board of Directors of this Corporation by the affirmative vote of two-thirds (2/3) of the Directors present at any such meeting.

ARTICLE IX

Indemnification

Every Director and employee of the Chamber shall be indemnified by the Chamber against all expenses and liabilities, including counsel fees and costs, reasonably incurred by or imposed upon him/her in connection with any action or proceeding to which he/she may be made a part, or in which he/she may become involved by reason of his/her being or having been a Director or employee at the time such expenses are incurred, except in such cases whether there was or is malfeasance or misfeasance or as otherwise limited by law in the performance or omission of such duties as give rise to the subject of such action or proceeding. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or employee is or may be entitled.

IN WITNESS WHEREOF, we have executed these Amended and Restated Articles of Incorporation, this 25th day of June, 2008.

CHAMBER OF COMMERCE OF
THE PALM BEACHES, INC.

By: [Signature]
Chair

By: [Signature]
Secretary

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

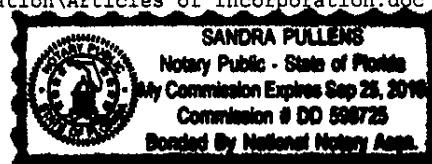
The foregoing instrument was acknowledged before me this 25th day of June, 2008 by Sandra Pullens of CHAMBER OF COMMERCE OF THE PALM BEACHES, INC., a Florida corporation not-for-profit, on behalf of the Corporation.

(NOTARY SEAL)

Notary Public
My Commission Expires:

Sandra Pullens

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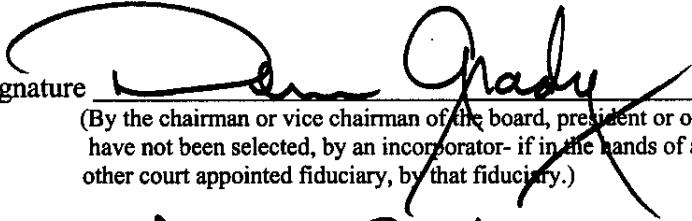
The date of adoption of the amendment(s) was: June 25, 2008

Effective date if applicable: June 25, 2008
³(no more than 90 days after amendment file date)

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

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

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.)

Dennis Grady

(Typed or printed name of person signing)

Chief Executive Officer

(Title of person signing)

FILING FEE: \$35