

720590

Florida Department of State

Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000014960 1))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)922-4000

From: Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 104075003305
Phone : (561)659-5990
Fax Number : (561)659-6313

99 JUN 23 PM 3:36
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BASIC AMENDMENT

THE YOUNG WOMEN'S CHRISTIAN ASSOCIATION OF PALM BEAC

RECEIVED
99 JUN 21 11:12:39
DIVISION OF CORPORATIONS

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$35.00

AM + Restated
OCG 6/23



Akerman, Senterfitt & Eidson, P.A.
Phillips Point East Tower, Suite 900
777 South Flagler Drive
West Palm Beach, Florida 33401
Tel: (561) 659-5990
Fax: (561) 659-6313

FAX NUMBER: (850) 922-4000

PLEASE DELIVER THE ACCOMPANYING TELECOPIED MATERIAL TO:	DATE OF THIS TRANSMITTAL:
NAME: Division of Corporations	June 23, 1999
PHONE:	Clt/Mir No. - YWCA
	Total Pages: 10
Firm/Company Name:	City, State:

SENDER'S NAME: Sherry Wertz, Legal Assistant

Comments from Sender:

PLEASE CALL (561) 659-5990 IMMEDIATELY
IF ANY PAGES ARE NOT RECEIVED OR RECEIVED IN ERROR.

ORIGINAL WILL NOT FOLLOW

ORIGINAL WILL FOLLOW by

- Regular Mail
- Registered or Certified Mail

- Overnight Delivery
- Hand Delivery
- Other

THE INFORMATION CONTAINED IN THIS TRANSMISSION IS PRIVILEGED AND CONFIDENTIAL INFORMATION INTENDED ONLY FOR USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPY OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE IMMEDIATELY NOTIFY US BY TELEPHONE AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS TO THE ATTENTION OF THE SENDER VIA THE U.S. POSTAL SERVICE OR AS OTHERWISE DIRECTED BY TELEPHONE. THANK YOU.

JUN-23-99 14:06 FROM-

T-773 P.02/10 F-755



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 23, 1999

THE YOUNG WOMEN'S CHRISTIAN ASSOCIATION OF PALM BEACH C
2200 NORTH FL. MANGO ROAD
SUITE 102
WEST PALM BEACH, FL 33409US

SUBJECT: THE YOUNG WOMEN'S CHRISTIAN ASSOCIATION OF PALM BEACH COUNTY,
FLORIDA
REF: 720590

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

THE NAME MUST BE THE SAME THROUGHOUT THE DOCUMENT.

PLEASE CORRECT THE CORPORATE NAME DIRECTLY ABOVE THE SIGNATURES.

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) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H99000014960
Letter Number: 899A00033447

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 21, 1999

THE YOUNG WOMEN'S CHRISTIAN ASSOCIATION OF PALM BEACH C
2200 NORTH FL. MANGO ROAD
SUITE 102
WEST PALM BEACH, FL 33409US

SUBJECT: THE YOUNG WOMEN'S CHRISTIAN ASSOCIATION OF PALM BEACH COUNTY,
FLORIDA
REF: 720590

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

The date of adoption of each amendment must be included in the document.

The date shown in the execution paragraph is incomplete.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H99000014960
Letter Number: 299A00033082

**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THE YOUNG WOMEN'S CHRISTIAN ASSOCIATION
OF PALM BEACH COUNTY, FLORIDA**

These First Amended and Restated Articles of Incorporation have been duly adopted as of June 18, 1999, by the members and Directors of the The Young Women's Christian Association of Palm Beach County, Florida pursuant to and in accordance with Florida Statute Section 617.1007. The Articles of Incorporation shall be amended and restated in their entirety to read as follows:

ARTICLE I. NAME AND ADDRESS

The name of the Corporation is the The Young Women's Christian Association of Palm Beach County, Florida ("Corporation"). The principal and mailing address of the Corporation is 2200 North Florida Mango, Suite 102, West Palm Beach, Florida 33409.

ARTICLE II. PURPOSES

Section 1. The Corporation is organized as a not for profit corporation exclusively for charitable, benevolent, educational and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code").

Section 2. Without limiting the foregoing, the Corporation's goals shall be to work toward achieving the Mission of the YWCA:

The Young Women's Christian Association of the United States of America is a women's membership movement nourished by its roots in the Christian faith and sustained by the richness of many beliefs and values. Strengthened by diversity, the Association draws together members who strive to create opportunities for women's growth, leadership and power in order to attain a common vision:

Peace, justice, freedom and dignity for all people.

The Association will thrust its collective power toward the elimination of racism wherever it exists and by any means necessary.

Philip M. Sprinkle II, Esquire
Florida Bar No. 0724890
Phillips Point - East Tower
777 South Flagler Drive, Suite 900
West Palm Beach, Florida 33401
Telephone: (561) 659-5990

WP013871.3

FILED
99 JUN 23 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III POWERS

The Corporation shall have all of the powers and privileges provided for a not for profit corporation by Chapter 617 of the Florida Statutes or corresponding provisions of any subsequent statutes, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation or the Corporation's By-laws.

ARTICLE IV NEGATION OF PECUNIARY GAIN

This corporation is not organized for pecuniary profit. It shall not have any power to issue Certifications of Stock or declare dividends, and no part of its net earnings shall inure to the benefit of, or be distributed to, any member, director, officer or other private persons; provided, however, that this Article IV shall not be construed to prohibit the payment by the Corporation of reasonable compensation for services rendered or to prohibit payments and distributions by the Corporation in furtherance of its purposes as described in Article II.

ARTICLE V LIMITATIONS ON ACTIVITIES

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no Director or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation; provided, however, that the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon any not for profit corporation as specified in Section 3 below and described in Section 501(c)(3) and Section 170(c)(2) of the Code and its regulations as they now exist or as they may hereafter be amended. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

Section 2. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and its regulations as they now exist or as they may hereafter be amended.

Section 3. Upon the dissolution of the Corporation or the winding up of its affairs or other liquidation of its assets, the Board of Directors of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all residual assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational or religious purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Section 501(c)(3) and

Section 170(c)(2), and a "public charity" under Section 509(a)(1) or (2) of the Code, as the members of the Corporation may, in their sole discretion, determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such charitable purposes, or to such organization or organizations organized and operated exclusively for such charitable, educational or religious purposes, as said court shall determine.

ARTICLE VI TERM OF EXISTENCE

The term for which this Corporation is to exist shall be perpetual.

ARTICLE VII MEMBERSHIP

The membership provisions of the Corporation including classes, rights, privileges, qualifications, and obligations of members, shall be stated in the bylaws (required to herein as the "Bylaws") of the Corporation.

ARTICLE VIII BOARD OF DIRECTORS

Section 1. The business and affairs of this Corporation shall be managed by a Board of Directors in accordance with these Articles of Incorporation and the Bylaws as the same may be amended from time to time. The members of the Board of Directors are referred to herein as Directors.

Section 2. The Directors of the Corporation shall constitute those individuals who are appointed or elected to the Board of Directors.

Section 3. The Board of Directors shall act for the Corporation and shall have the power to decide all matters relating to the conduct of the business of the Corporation.

Section 4. The number of Directors of the Corporation shall be not less than three (3) nor more than twenty one (21). The number may be changed from time to time as provided in the By-laws.

Section 5. Directors shall be elected, removed and hold office as provided in the By-laws.

ARTICLE IX OFFICERS

Section 1. The officers of the Corporation shall also be in the offices of any of the Board of Directors. The officers of the Corporation shall include a President, a Secretary and a Treasurer. The Corporation may have additional officers, assistant officers and agents including, without limitation, one or more Vice-Presidents, all as provided in the By-laws or as identified by the Board of Directors from time to time.

Section 2. The officers shall be elected, hold office and removed as provided in the By-laws.

Section 3. The officers shall have such powers and responsibilities as provided in the By-laws of the Corporation.

ARTICLE X INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Terms used in this Article X shall have the meanings ascribed to them in Florida Statutes Sections 607.0850, 617.0831 and 617.0834, or any amended or successor sections of the Florida Statutes.

Section 2. Except as may otherwise be provided herein, the Corporation shall, to the fullest extent authorized or permitted by the Florida Statutes, as the same may be amended or modified from time to time, other than Florida Statutes Section 607.0850(7) or any amended or successor section, indemnify any officer, Director, employee or agent who was or is a party to any proceeding against (a) in the case of any proceeding other than an action by or in the right of the Corporation, liability incurred in connection with such proceeding including any appeal thereof, or (b) in the case of any proceeding by or in the right of the Corporation, expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion; provided, however, that the Corporation shall not, under this Section 2 or Section 4, indemnify any officer, Director, employee or agent if a judgment, settlement or other final adjudication establishes that the officer's, Director's, employee's or agent's actions or omissions to act (i) are not acts on which a proceeding specified in (a) or (b) is based and in which the officer, Director, employee or agent has been successful on the merits or otherwise in defending or has been successful in defending any claim, issue or matter therein or (ii) (1) were material to the cause of action so adjudicated and (2) constitute:

(A) a violation of the criminal law, unless the officer, Director, employee or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;

(B) a transaction from which the officer, Director, employee or agent derived an improper personal benefit, either directly or indirectly;

(C) in the case of a Director, a circumstance under which the liability provisions of Florida Statutes Section 607.0834, governing a Director's liability for unlawful distribution to shareholders, is applicable; or

(D) willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the

Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

Section 3. Notwithstanding the failure of the Corporation to provide indemnification due to a failure to satisfy the conditions of Section 2 of this Article X and despite any contrary determination of the Board of Directors, an officer, Director, employee or agent of the Corporation who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction. On receipt of an application, such court, after giving any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, if the court determines that:

- (a) the officer, Director, employee or agent is entitled to mandatory indemnification pursuant to Florida Statutes, Section 607.0850(3) or any amended or successor section, in which case the court shall also order the Corporation to pay such person reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses; or
- (b) the officer, Director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 3 or Section 4.

It is the express intention and desire of the Corporation to avoid any obligation to indemnify or advance expenses to any officer, Director, employee or agent if (i) the officer, Director, employee or agent is not entitled to mandatory indemnification pursuant to Section 3(a) of this Article X or (ii) the Corporation has not otherwise agreed to indemnify or advance expenses to such officer, Director, employee or agent pursuant to Section 3(b). The Corporation does not recognize and will not permit any officer's, Director's, employee's or agent's application for indemnification or advancement of expenses, or both, to any court if the application is not based in its entirety on a claim that the officer, Director, employee or agent is entitled to mandatory indemnification or advancement of expenses, or both, or that the officer, Director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 4 of this Article X.

Section 4. Section 2 shall not be construed to mean that indemnification by the Corporation is not permitted. Subject nevertheless to the limitations of Section 2, the Corporation may, in its sole discretion, make any other or further indemnification or advancement of expenses to any officer, Director, employee or agent under any By-law, agreement, vote of shareholders, or disinterested Directors, or otherwise, both as to actions of such officer, Director, employee or agent in his or her official capacity and as to actions in another capacity while holding such office.

Section 5. Any indemnification under this Article X shall be made by the Corporation only as authorized in a specific case upon a determination that indemnification of the officer, Director, employee, or agent is proper under the circumstances because he or she has met the applicable standard of conduct set forth in this Article X. Such determination shall be made:

- (a) By the Board of Directors, by a majority vote of a quorum consisting of Directors who were not parties to such proceeding;
- (b) If such a quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the Board of Directors (in which Directors who are parties may participate) consisting solely of two or more Directors not at the time parties to the proceeding;
- (c) By independent legal counsel:
 - (i) Selected by the Board of Directors prescribed in Section 5(a) or the committee prescribed in Section 5(b), or
 - (ii) If a quorum of the Directors cannot be obtained for purposes of Section 5(a) and the committee cannot be designated for purposes of Section 5(b), independent legal counsel selected by a majority vote of the full Board of Directors (in which event Directors who are parties may participate); or
- (d) By the shareholders of the Corporation, by a majority vote of a quorum consisting of shareholders who were at the time not parties to such proceeding, or if no such quorum is obtainable, by a majority vote of shareholders who were not parties to such proceeding.

Section 6. Expenses incurred by an officer or Director in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such officer or Director to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article X. Expenses incurred by an employee or agent may be paid in advance of the final disposition of such proceeding upon such terms and conditions as the Board of Directors may, from time to time, deem appropriate, but which terms will require, at minimum, the receipt of an undertaking by or on behalf of such employee or agent to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article X.

Section 7. Indemnification and/or advancement of expenses as provided in this Article X shall continue as, unless otherwise provided, when such indemnification and/or advancement of expenses is authorized or ratified, to a person who has ceased to be an officer, Director, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 8. If any part of this Article X shall be found to be invalid or ineffective in any proceeding, the validity and effect of the remaining part thereof shall not be affected.

ARTICLE XI REGISTERED OFFICE AND AGENT

Section 1. The street address of the Registered Office of this Corporation is Phillips Point - East Tower, 777 South Flagler Drive, Suite 900, West Palm Beach, Florida 33401.

Section 2. The name of the Registered Agent of this Corporation located at the address of the Registered Office is Philip M. Sprinkle II, Esquire.

ARTICLE XII AMENDMENT OF BY-LAWS

The power to adopt, alter, amend or repeal By-laws for the Corporation shall be vested only in the members of the Board of Directors, as more specifically provided in the By-laws.

ARTICLE XIII AMENDMENT OF ARTICLES OF INCORPORATION

The power to alter, amend or repeal these Articles of Incorporation shall be vested only in the members of the Board of Directors, as more specifically provided in the By-laws.

IN WITNESS WHEREOF, the Young Women's Christian Association of Palm Beach County, ~~FLORIDA~~, has caused these First Amended and Restated Articles of Incorporation to be executed by its President in its name and its Corporate Seal to be affixed and attested by its Secretary this 21 day of June, 1999.

ATTEST:

Pauline C. Davis
Pauline C. Davis, Secretary

By: Sandi Cullifer
Sandi Cullifer, President

**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

Having been named Registered Agent for The Young Women's Christian Association of Palm Beach County, Florida, at Phillips Point - East Tower, 777 South Flagler Drive, Suite 900, West Palm Beach, Florida 33401, I hereby accept said appointment, and agree to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.



Philip M. Sprinkle II, Registered Agent