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(City/State/Zip/Phone #)

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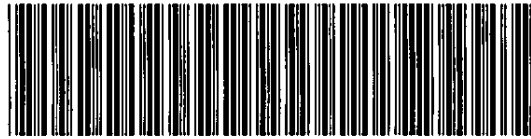
(Business Entity Name)

(Document Number)

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2016 JUN 27 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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JUL 05 2016

C. CARROTHERS

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: The Young Women's Christian Association of Palm Beach County, Florida

DOCUMENT NUMBER: 720590

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

Please return all correspondence concerning this matter to the following:

Carolyn Williams-Smith

(Name of Contact Person)

The Young Women's Christian Association of Palm Beach County, Florida

(Firm/ Company)

1016 North Dixie Highway

(Address)

West Palm Beach, Florida 33401

(City/ State and Zip Code)

csmith@ywcapbc.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Carolyn Williams-Smith at 561 640-0050 ext 114  
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$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

Articles of Amendment  
to  
Articles of Incorporation  
of

The Young Women's Christian Association of Palm Beach County, Florida

(Name of Corporation as currently filed with the Florida Dept. of State)

720590

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

YWCA of Palm Beach County, Inc.

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

**B. Enter new principal office address, if applicable:**

*(Principal office address **MUST BE A STREET ADDRESS**)*

1016 North Dixie Highway

West Palm Beach FL 33401

**C. Enter new mailing address, if applicable:**

*(Mailing address **MAY BE A POST OFFICE BOX**)*

1016 North Dixie Highway

West Palm Beach FL 33401

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

1016 North Dixie Highway

*(Florida street address)*

New Registered Office Address:

West Palm Beach

*(City)*

Florida 33407

*(Zip Code)*

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

*Signature of New Registered Agent, if changing*

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2016 JUN 27 PM 2:09  
TALLAHASSEE, FLORIDA  
CORPORATION DIVISION

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

E. If amending or adding additional Articles, enter change(s) here:  
(attach additional sheets, if necessary). (Be specific)

ARTICLE I. NAME AND ADDRESS

ARTICLE XI. REGISTERED OFFICE AND AGENT SECTION I

February 8, 2016

The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

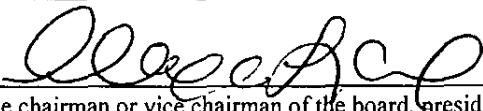
Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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

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

Dated June 6, 2016 \_\_\_\_\_

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)

Alexcia Cox

\_\_\_\_\_  
(Typed or printed name of person signing)

President of the Board of Directors

\_\_\_\_\_  
(Title of person signing)

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
YWCA OF PALM BEACH COUNTY, INC..

These Amended and Restated Articles of Incorporation have been duly adopted by the members and Directors of YWCA of Palm Beach County, Inc. 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 YWCA of Palm Beach County, Inc. ("Corporation"). The principal and mailing address of the Corporation is 1016 North Dixie Highway, West Palm Beach, Florida 33401.

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 USA:

The YWCA of Palm Beach County is dedicated to eliminating racism, empowering women and promoting peace, justice, freedom and dignity for all.

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 Bylaws.

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 the payments 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 by 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 disposed of shall be disposed of by a court of competent jurisdiction exclusively for such charitable purposes, or to such organizations 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 seven (7) or more than twenty one (25). The number may be changed from time to time as provided in the Bylaws.

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 1<sup>st</sup> Vice President, a 2<sup>nd</sup> Vice 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 Bylaws or as identified by the Board of Directors from time to time.

Section 2, The officers shall be elected, hold office and be 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 of competent jurisdiction. One 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, of 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 of (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 of the application is not based in its entirety on a claim that the officer, Director, employee or agent is entitled to mandatory indemnification or advance 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 Bylaw, 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 notions on 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 proceedings;
- (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 legal counsel:

(i) Selection 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 Selection 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 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 1016 North Dixie Highway, 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 Carolyn Williams-Smith.

ARTICLE XII, AMENDMENT OF BYLAWS

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

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 Bylaws.

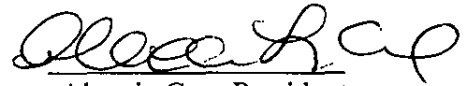
IN WITNESS WHEREOF, YWCA of Palm Beach County, Inc. has caused these Amended and Restated Articles of Incorporation to be executed by its President and its Corporate Seal to be affixed and attested by its Secretary this 6th day of June, 2016.

ATTEST:

YWCA OF PALM BEACH COUNTY, INC.



Aimee Cernicharo



Alexcia Cox, President

Date June 6, 2016