

Division of Corporations

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Certificate of Status	0
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ECONOMIC COUNCIL OF PALM BEACH COUNTY, INC.
(A Corporation Not For Profit)**

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TALLAHASSEE, FLORIDA

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 address shall be 218 Datura Street, 3rd Floor, West Palm Beach, Florida 33401, and the mailing address shall be P. O. Box 69, West Palm Beach, Florida 33402, 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)(4) 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 one hundred (100) Directors. The Directors shall be elected in the manner set forth in the By-Laws of the Corporation.

An Executive Committee shall have all powers of the Board of Directors, except such powers as are reserved to the Board of Directors under the Bylaws.

**ARTICLE X
Officers**

The affairs of the Corporation shall be conducted by an Executive Committee comprised of the following officers: a Chair, the Immediate Past Chair, the Chair-Elect, the Secretary, the Treasurer, General Counsel, and the chairpersons of the standing committees as the Chair may wish to appoint and such other members of the Corporation as the Chair shall appoint subject to Board approval so that the Executive Committee shall at all times consist of at least twelve (12) persons and not more than eighteen (18) persons. The Board of Directors may appoint ex-officio member(s) of the Corporation to serve as ex-officio non-voting member(s), from time to time, of the Executive Committee.

**ARTICLE XI
Incorporators**

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

- | | |
|----------------------|--|
| J. B. Stancliffe | 2001 Executive Plaza
2001 Palm Beach Lakes Boulevard
West Palm Beach, FL 33409 |
| Robert Paul Levinson | Rubin Construction Company
P.O. Box 15065
West Palm Beach, FL 33406 |
| Everett B. Nowlen | 601 Flagler Court Drive
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: Attention: Daniel F. Martell, 218 Datura Street, 3rd Floor, West Palm Beach, Florida 33401.

**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**


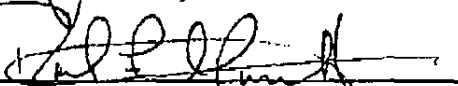
This Corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities 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 XV
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 28th day of February, 2013.

By: 
Jonathan Satter, Chairman
By: 
Daniel F. Martell, President

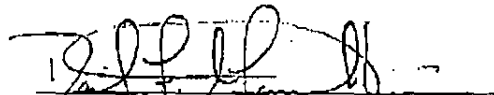
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS DATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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 69 Datura Street, 3rd Floor, West Palm Beach, Florida 33401, has named Daniel F. Martell 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.


Daniel F. Martell