

735813

(Requestor's Name)

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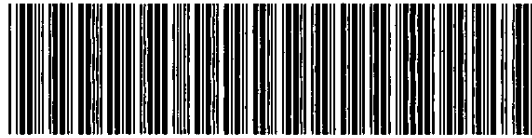
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Palm Beach County Planning Congress, Inc.

DOCUMENT NUMBER: 735813

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

Please return all correspondence concerning this matter to the following:

Frank S. Palen, President

(Name of Contact Person)

Palm Beach County Planning Congress, Inc.

(Firm/ Company)

324 Royal Palm Way, Suite 300

(Address)

Palm Beach, Florida 33480

(City/ State and Zip Code)

For further information concerning this matter, please call:

Frank S. Palen

(Name of Contact Person)

at (561) 655-0620

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input checked="" type="checkbox"/> \$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

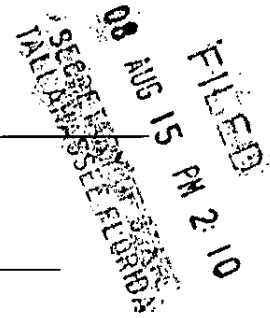
Articles of Amendment
to
Articles of Incorporation
of

Palm Beach County Planning Congress, Inc.

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

735813

(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:

NEW CORPORATE NAME (if changing):

N/A

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

See attached redline version

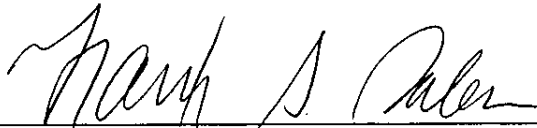
The date of adoption of the amendment(s) was: July 1, 2008

Effective date if applicable: July 1, 2008
(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.)

Frank S. Palen

(Typed or printed name of person signing)

Director/President

(Title of person signing)

FILING FEE: \$35

**ARTICLES OF AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF THE
PALM BEACH COUNTY PLANNING CONGRESS, INC.
A FLORIDA CORPORATION NOT-FOR-PROFIT**

I, the undersigned, hereby make, subscribe, acknowledge and file these Amended and Restated Articles for the purpose of forming the Corporation under the laws of the State of Florida.

**ARTICLE I
Name of Corporation**

The name of the Corporation shall be the **PALM BEACH COUNTY PLANNING CONGRESS, INC.**

**ARTICLE II
Principal Place of Business & Mailing Address**

2.1 The **principal place of business** of the Corporation shall be in Palm Beach County, Florida, at such places within Palm Beach County as the Board of Directors may hereafter from time to time determine.

2.2 The **mailing address** of the Corporation shall be Post Office Box 1371, West Palm Beach, Florida 33402, or such other location as the Board of Directors may hereafter from time to time determine.

**ARTICLE III
Nature & Purpose of the Corporation; Powers**

3.1 The Corporation may engage in any activity permitted under the laws of the United States or of this State for corporations not for profit.

3.2 The Palm Beach County Planning Congress is organized exclusively for charitable, educational and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, which purposes shall include:

- Promoting, encouraging, and advancing professionalism, ethical practices, and sound management of land, water, natural and other resources in Palm Beach County, the South Florida region and the State of Florida, and
- Developing and disseminating information and policy positions on a non-partisan basis regarding vital matters affecting the quality of life in Palm Beach County, the South Florida region and the State of Florida; and
- Providing a forum for professional education and interaction; and

- Exchanging, developing, and disseminating innovative concepts, information and ideas about planning and related disciplines among its members and between its members and the community at large; and.
- Encouraging growth management and development practices that enhance the social, physical and economic development of Palm Beach County, the South Florida region and the State of Florida.

ARTICLE IV

Directors

4.1 **Number.** The corporation shall have not less than three (3) or more than nine (9) directors, who shall be members of the Corporation and shall include the president, vice president, secretary and treasurer.

4.2 **Name and Address of Directors.** The names and addresses of the persons constituting the Board of Directors who, subject to the provisions of this Charter, the bylaws and the laws of the State of Florida, shall hold office for the first year of the corporate existence, or until their successors are elected and have qualified, are:

Initial Directors (1976)

Peter Pimentel, Director
4610 Pinewood Avenue
West Palm Beach, Florida 33407

Lee Starkey, Director
1958 South Congress Avenue
West Palm Beach, Florida 33406

Kieran J. Kilday, Director
246 Oleander Avenue
Palm Beach, Florida 33480

Current Directors (2008)

Frank S. Palen, Esq., Director/President
324 Royal Palm Way, Suite 300
Palm Beach, Florida 33480

Wes Blackman, Director/Treasurer
241 Columbia Drive
Lake Worth, Florida 33460

David Flinchum, Director/Vice President
12797 Forest Hill Boulevard
Wellington, Florida 33414

Wendy Tuma, Director
477 South Rosemary Avenue, Suite 225
West Palm Beach, Florida 3456

Bill Nemser, Director/Secretary
12797 Forest Hill Boulevard
Wellington, Florida 33414

Christopher Barry, Director
2247 Palm Beach lakes Boulevard
West Palm Beach, Florida 33409

Scott Evans, Director
2001 Broadway
Riviera Beach, Florida 33404

Marcie Tinsley, Director
500 South Australian Avenue
West Palm Beach, Florida 33401

Barbara Powell, Director
P.O. Box 24680
West Palm Beach, Florida 33416

4.3 **Powers.** The Board of Directors shall have all those powers provided by the laws of the State of Florida.

4.4 **Election.** Directors shall be elected annually by the membership for a term of one (1) year in the manner provided in the bylaws.

ARTICLE V

Name and Address of Original Subscribers (1976)

Peter Pimentel
4610 Pinewood Avenue
West Palm Beach, Florida 33407

Lee Starkey
1958 South Congress Avenue
West Palm Beach, Florida 33406

Kieran J. Kilday
246 Oleander Avenue
Palm Beach, Florida 33480

ARTICLE VI

Registered Office and Agent (2008)

6.1 Street address of the principal registered office of this corporation in the State of Florida is:

**324 Royal Palm Way, Suite 300
Palm Beach, Florida 33480**

6.2 The name of the corporation's registered/resident agent at such address is **Frank S. Palen.**

6.3 The Board of Directors may from time to time move the registered office to any other place in Florida or designate another resident agent.

ARTICLE VII

Officers of the Corporation

The affairs of the Corporation shall be directed by the following officers:

7.1 **President**, who shall be the chief executive officer of the organization, be elected annually by the membership in the manner provided in the bylaws for a term of one (1) year, and may be re-elected for one (1) additional one (1) year term of office.

7.2 **Vice President**, who shall be elected annually by the membership in the manner provided in the bylaws for a term of one (1) year and may be re-elected for one (1) additional one (1) year term of office.

7.3 **Secretary**, who shall be elected annually by the membership in the manner provided in the bylaws for a term of one (1) year and may be re-elected for one (1) additional one (1) year term of office.

7.4 **Treasurer**, who shall be elected annually by the membership in the manner provided in the bylaws for a term of one (1) year and may be re-elected for one (1) additional one (1) year term of office.

ARTICLE VIII **Special Provisions Governing the Corporation**

8.1 **Meetings**. The time and place of membership meetings shall be provided for in the bylaws and notice of same shall be given in one of the methods provided by the bylaws of the Corporation. Additional meetings may be called as may be deemed necessary by the Board of Directors from time to time.

8.2 **Officers of the Corporation**. All officers of the Corporation shall be members of the Board of Directors. The Board of Directors may at any time declare any office vacant or remove any officer and elect a successor thereto at any regular or specially called meeting of the Board of Directors upon the showing of probable cause for such removal or declaration of office vacancy.

ARTICLE IX **Qualifications and Compensation of Members**

9.1 No member of the corporation, officer or Board Directors shall receive dividends, salary, or compensation of any kind from the Corporation, although they may be reimbursed for out of pocket expenses incurred for the benefit of the Corporation in the manner provided in the Bylaws.

9.2 All persons who shall be considered for membership shall have achieved a high level of success and recognition in the fields of rural, urban or natural resource planning, urban design, land use regulation and law, neighborhood and community planning, social services, and planning related professions, broadly defined. There shall be no political qualifications for membership.

9.3 Applicants for membership shall become members of the Corporation upon acceptance by the Corporation of the required annual dues.

ARTICLE X

Alteration, Repeal or Amendment of Bylaws

The bylaws of the Corporation may be altered, amended or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, provided that at least ten (10) days notice is given of the intention to alter, amend, or repeal or to adopt new bylaws at such regular or special meeting.

ARTICLE XI

**Alteration, Repeal or Amendment of
Articles of Incorporation**

These Articles of Incorporation shall not be amended, altered, changed or repealed unless by a two-thirds majority vote of the entire membership of the Board of Directors.

ARTICLE XII

Dissolution of Corporation

Upon the dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

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PBCPC ARTICLES OF INCORPORATION 08-08-08

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation of **PALM BEACH COUNTY PLANNING CONGRESS, INC.** have been adopted by its Board of Directors this 11th day of August, 2008.

PALM BEACH COUNTY PLANNING CONGRESS, INC., a Florida Corporation
not for Profit

By:

Frank S. Palen

Its:

President

[Corporate Seal]

STATE OF FLORIDA)

ss.

COUNTY OF PALM BEACH)

I hereby certify that on the 11th day of August, 2008, personally appeared before me Frank S. Palen, as President of Palm Beach County Planning Congress, Inc., to me personally known, and he acknowledged before me that he executed the foregoing Articles of Amendment of the Articles of Incorporation of Palm Beach County Planning Congress, Inc. on behalf of the Corporation.

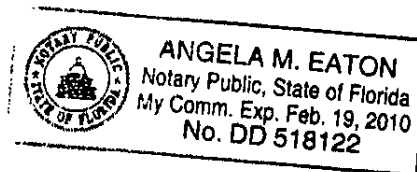
IN WITNESS WHEREOF, I have hereunto set my hand and official seal in said County and State the day and year first above written.

[Notarial Seal]

Notary Public

State of Florida at Large

My commission Expires:



**PALM BEACH COUNTY PLANNING
CONGRESS, INC.**

By:

Frank S. Palen, President

Date:

11 August 2008

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. 1

Frank S. Palen
Frank S. Palen

Date: 11 August 2028

STATE OF FLORIDA)
COUNTY OF PALM BEACH) ss.

BEFORE ME, the undersigned authority, personally appeared FRANK S. PALEN, to me well known, and known to me to be the individual described in and who executed the foregoing instrument for the purposes therein stated.

WITNESS my hand and official seal this 11 day of June, 2008.

[Notary Seal]

Notary Public
State of Florida
My Commission

