

736518

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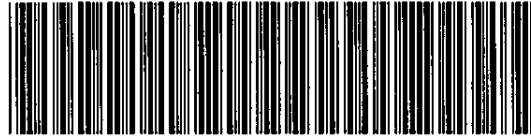
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*Amended &
Restated
Articles*

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OFFICE OF STATE
TALLAHASSEE, FLORIDA

BR
12/19/14

Anthony W. Graziano, Jr.

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Gulf Stream, Florida 33483

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Email tony_graziano@yahoo.com

December 15, 2015

Amendment Section
Division of Corporations
Florida Department of State
PO Box 6327
Tallahassee, FL 32314

Re.: Town of Gulf Stream Civic Association
Document No. 736518
Tax Id. No.: 59-1612960

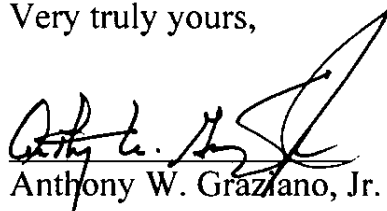
Dear Sir or Madam,

On behalf of Town of Gulf Stream Civic Association (the "Association"), I enclosed herewith for filing Amended and Restated Articles of Incorporation of the Association (the "Amended Articles") that were approved by a majority of the entire Board of Directors of the Association and a majority of all of the members of the Association.

Also enclosed is a check payable to the Florida Department of State in the amount of \$78.75 to cover (i) the filing of the Amended Articles, (ii) the naming in the Amended Articles of the Resident Agent of the Association and (iii) a certified copy of the Amended Articles.

Please direct any questions concerning this filing to the undersigned at the address, telephone number or Email address set forth above.

Very truly yours,



Anthony W. Graziano, Jr.

FILED.

DEC 17 PM 2:50

Amended and Restated Articles of Incorporation
of
Town of Gulf Stream Civic Association, Inc.
(A Florida corporation, not for profit)
(The document number for this corporation is 736518)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following restatement and amendment to the Articles of Incorporation of the Town of Gulf Stream Civic Association, Inc. (the "Corporation") were approved by the Board of Directors and the members of the Corporation as follows:

ARTICLE I – CORPORATE STATUS

- A. The original Articles of Incorporation of the Corporation, which at that time were referred to as the Corporation's Charter (the "Original Articles"), were filed with the fifteenth Judicial District of Florida in and for Palm Beach County on March 14, 1956.
- B. The Original Articles were amended by amendments filed with the Secretary of State of Florida on August 3, 1976 (the Original Articles as so amended, the "Amended Articles").
- C. The Board of Directors of the Corporation at a meeting duly called and held on November 5, 2014, by a majority vote of all of the Directors then in office, and the members of the Corporation at a Special Meeting of Members duly called and held on December 10, 2014, by a majority vote of all of the members of the Corporation entitled to vote at such meeting, each approved the following Amended and Restated Articles of Incorporation of the Corporation in accordance with Sections 617.1002 and 617.1007 of the Florida Statutes and the Amended Articles.

ARTICLE II– NAME

The Name of the corporation is Town of Gulf Stream Civic Association, Inc. (the "Corporation").

ARTICLE III – DURATION

The Corporation shall have perpetual existence.

ARTICLE IV –FISCAL YEAR

The fiscal year of the Corporation (the "Fiscal Year") shall run from April 1st of one calendar year through March 31st of the following calendar year.

ARTICLE V – PRINCIPAL OFFICE

As of the adoption of these Amended and Restated Articles of Incorporation the principal office of the Corporation is at 2930 Gulf Stream Road, Gulf Stream, Florida 33483 and its mailing address is 455 NE 5th Avenue, Suite D, PMB 309, Delray Beach, FL 33483. From time to time the Board of Directors of the Corporation (the "Board") may change the location of the principal office and the mailing address of the Corporation.

ARTICLE VI – REGISTERED AGENT AND STREET ADDRESS

As of the adoption of these Amended and Restated Articles of Incorporation the registered agent of the Corporation and street address of such registered agent are as follows:

George M. Delafield
2930 Gulf Stream Road
Gulf Stream, Florida 33483

From time to time the Board may change the registered agent of the Corporation as permitted by Florida law.

ARTICLE VII – PURPOSE

The Corporation is organized for the purpose of advancing the civic interest of the Town of Gulf Stream, Palm Beach County, Florida (“Gulf Stream”) and for the further purpose of devising, considering and carrying out measures for the protection and advancement of the health and general welfare of the Gulf Stream community and the protection of its property values.

ARTICLE VIII – NOT FOR PROFIT

The Corporation is organized not for pecuniary profit. Accordingly, no part of the net earnings of the Corporation and no part of the net assets of the Corporation upon dissolution of the Corporation shall inure to the benefit of or be paid over or distributed to any officer, director or member of the Corporation; provided, however, that nothing in this Article VII shall prohibit the Corporation from reimbursing any such individual for reasonable expenses incurred by him or her in connection with attending to the affairs of the Corporation.

ARTICLE IX – PROHIBITED ACTIVITY

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities, or have any purpose, not permitted to a corporation exempt from Federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1954, as amended or the corresponding provision of any future United States Internal Revenue Code. In particular, the Corporation is prohibited from any form of commercial or business activity and from participating, directly or indirectly, in any political campaign on behalf of (or in opposition to) any candidate for elective public office. No Member shall use or permit his, her or its membership to (i) be used for any commercial or business activity, or (ii) participate, directly or indirectly, in any political campaign on behalf of (or in opposition to) any candidate for elective public office.

ARTICLE X – CAPITAL STOCK

The Corporation shall not have capital stock.

ARTICLE XI – BY-LAWS

The By-Laws of the Corporation (the “By-Laws”) shall contain provisions for the regulation and management of the affairs of the Corporation that are not inconsistent with these Articles or Florida law. The By-Laws may be adopted, amended or rescinded at any meeting of Members of the Corporation at which a quorum is present by a vote of two-thirds (2/3rds) of those present (provided the notice of the meeting shall have specified that one of the purposes of such meeting was the consideration of possible amendments to the By-Laws), or at any meeting of the Board by a majority vote of all the Directors then in office, or by any other method set forth in the By-Laws that is not inconsistent with this Article X.

ARTICLE XII – MEMBERSHIP IN THE CORPORATION

The qualifications for members of the Corporation (the “Members”) and the voting rights of Members, if any, shall be set forth in the By-Laws.

ARTICLE XIII – DUES AND OTHER FEES

From time to time the Board, in its absolute discretion, may establish initiation fees, annual dues and annual capital and any similar charge for Members and all such fees shall be payable at a time and in a manner designated from time to time by the Board in its absolute discretion.

ARTICLE XIV – QUORUM FOR MEETINGS OF MEMBERS

At all meetings of the Members, whether annual or special, the quorum for the transaction of business shall be set forth in the By-Laws.

ARTICLE XV – ANNUAL MEETING OF MEMBERS

The Annual Meeting of the Members of the Corporation for the election of Directors and the conduct of such other business as shall come before the Annual Meeting shall be held as provided in the By-Laws.

ARTICLE XVI – DIRECTORS AND OFFICERS

1. The business and affairs of the Corporation shall be managed by or under the direction of the Board.
2. Each member of the Board (each a “Director”) shall be an individual who is at least 21 years of age. Additional qualifications for Directors may be set forth in the By-Laws.
3. The Board shall consist of not less than nine (9) nor more than eighteen (18) individuals. From time to time the Board shall determine the exact number of Directors.
4. The officers of the Corporation (the “Officers”) shall be a President, a Vice President, a Secretary and a Treasurer (any two of the last three offices may be held by the same individual), and such other Officers as the Board may from time to time deem necessary. The Officers shall be elected annually by the Board from among its members at an organizational meeting of the Board immediately following the Annual Meeting of the Members.
5. The By-Laws of the Corporation shall establish provisions for the election and removal of Directors, and for the filling of vacancies on the Board, and may contain provision dividing the Directors into classes, determining the terms of office of each such class and such further and additional provisions with respect to the Board and Officers as the Board may from time to time deem necessary so long as none of such provisions are inconsistent with this Article XV.

ARTICLE XVII – OFFICERS

President

George M. Delafield, Jr.
2930 Gulf Stream Road
Gulf Stream, FL 33483-7355

Vice President

Barbara Whittaker
1120 N Ocean Blvd
Gulf Stream, FL 33483

Treasurer
Dan T. Lounsbury, Jr.
3011 Polo Drive
Gulf Stream, FL 33483

Secretary
Robert Dockerty
455 NE 5 Avenue
PMB 309
Suite D
Delray Beach, FL 33483

ARTICLE XVIII – LIMITATION ON DIRECTOR AND OFFICER LIABILITY

No Officer or Director shall be personally liable for monetary damages to any person for any statement, vote, decision, or failure to take an action, regarding organizational management or policy by an Officer or Director, to the fullest extent permitted by Florida law.


ARTICLE XIX – INDEMNIFICATION

To the fullest extent permitted by Florida law the Corporation shall and hereby does indemnify any person who was or is a party to any proceeding by reason of the fact that he or she is or was a Director, Officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof. In addition, the Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article XVII or any provision of Florida law.

Acceptance of Appointment by Resident Agent

Having been named as resident agent in the foregoing Amended and Restated Article of Incorporation of Town of Gulf Stream Civil Association, Inc. to accept service of process for said corporation at the place designated in said Amended and Restated Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

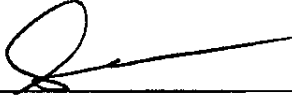
Dated: December 12, 2014


George M. Delafield, Jr.

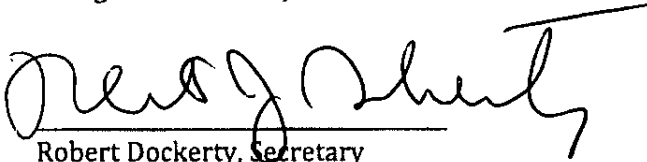
Execution by the Corporation

We the undersigned, on behalf of Town of Gulf Stream Civic Association, Inc., submit these Amended and Restated Articles of Incorporation of said corporation and affirm that the facts stated herein are true. We are aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.

Dated: December 12, 2014



George M. Delafield, Jr., President



Robert Dockerty, Secretary