

736615

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

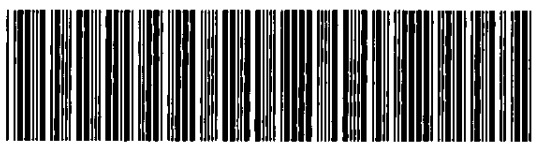
(Business Entity Name)

(Document Number)

Certified Copies ✓ Certificates of Status

Special Instructions to Filing Officer:

Office Use Only



900113067369

12/14/07--01040--002 **43.75

FILED

2007 DEC 17 PM 12:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amended &
Restated
Articles*

SG

12-18-07



Bank of America Center
625 N. Flagler Drive, 7th Floor
West Palm Beach, Florida 33401
Phone: (561) 655-5444 Fax: (561) 832-8987
US Toll Free: (800) 462-7783

ADMINISTRATIVE OFFICE
3111 STIRLING ROAD
FORT LAUDERDALE, FL 33312
800.432.7712 U.S. TOLL FREE

WWW.BECKER-POLIAKOFF.COM
BP@BECKER-POLIAKOFF.COM

December 13, 2007

Reply To:
West Palm Beach
Kenneth S. Direktor, Esq.
Direct dial: (561) 820-2880
KDirektor@becker-poliakoff.com

Department of State
Division of Corporations
Corporate Filings
2661 Executive Center Circle
Clifton Building
Tallahassee, FL 32301

RE: CITIZENS' ASSOCIATION OF PALM BEACH, INC.; Amended and
Restated Articles of Incorporation

FLORIDA OFFICES

BOCA RATON

FORT MYERS

FORT WALTON BEACH

HOLLYWOOD

HOMESTEAD

MELBOURNE *

MIAMI

NAPLES

ORLANDO

PORT ST. LUCIE

SARASOTA

TALLAHASSEE

TAMPA BAY

WEST PALM BEACH

Dear Sir/Madam:

Enclosed herein please find an **original** and **one copy** of an Amended and
Restated Articles of Incorporation of **Citizens' Association of Palm Beach, Inc.**,
as well as a check in the amount of **\$43.75** to cover the cost of filing same and
return of a certified copy to my attention.

Thank you for your attention to this matter.

Very truly yours,

Kenneth S. Direktor
For the Firm

KSD/dzb

Enclosures

FTL_DB: 1087023_1

U.S. & GLOBAL OFFICES

BEIJING *

NEW YORK CITY

PARIS *

PRAGUE

TEL AVIV *

* by appointment only

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

CITIZENS' ASSOCIATION OF PALM BEACH, INC.
(A Florida Not For Profit Corporation)

FILED
2007 DEC 17 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 617.1006 and 617.1007, Florida Statutes, the CITIZENS' ASSOCIATION OF PALM BEACH, INC., a Florida not for profit corporation, hereby certifies that:

1. The Amended and Restated Articles of Incorporation set forth herein were approved by the members of the corporation on December 12, 2007. The number of votes cast for the amendment was sufficient for approval.

2. The effective date of the Amended and Restated Articles of Incorporation shall be December 14, 2007.

3. The Articles of Incorporation in effect as of this date are amended as set forth herein in the following respects:

a. Article I regarding the corporation's name, and its principal office and mailing address has been amended in certain respects.

b. Article III regarding the corporation's registered agent and registered office has been amended in certain respects.

c. Article IV regarding the corporation's purpose has been amended in certain respects.

d. Article V regarding Prohibited Activities has been amended in certain respects.

e. Article VI regarding members and dues is deleted in its entirety, and a new Article VI regarding the method of electing the corporation's directors in the manner stated in its By-laws has been added.

f. Article VII regarding officers is deleted in its entirety, and a new Article VII regarding a one-third-quorum requirement for meetings of the Board of Directors and all committees of the Board of Directors has been added.

g. Article VIII regarding the Council of Delegates, Article IX regarding the Executive Board, Article X regarding Committees of the Executive Board, Article XI regarding Indemnification, Article XII regarding the Fiscal Year of the corporation, and Article XIV regarding dissolution are each hereby deleted in their entirety.

h. Article XIII regarding Amendments has been amended in certain respects, and renumbered Article VIII.

4. There are no discrepancies between the provisions of the Articles of Incorporation in effect prior hereto and the provisions of the Amended and Restated Articles of Incorporation set forth herein, other than the inclusion of the foregoing amendments.

Pursuant to Section 617.1007 of the Florida Statutes, the Articles of Incorporation of the Citizens' Association of Palm Beach, Inc., a Florida not for profit corporation, are hereby amended and restated as follows:

ARTICLE I

Name

The name of this corporation shall be the Citizens' Association of Palm Beach, Inc. ("Association"), and its principal office and mailing address is 139 North County Road, Palm Beach, Florida 33480.

ARTICLE II

Duration

The period of duration of this nonprofit corporation shall be perpetual.

ARTICLE III

Registered Agent and Registered Office

The registered office of the corporation is Bank of America Centre, 625 North Flagler Drive, West Palm Beach, Florida 33401, and the registered agent of the corporation at such office shall be Kenneth S. Direktor, Esq. of the law firm of Becker & Poliakoff, P.A.

ARTICLE IV

Purpose

The Association is organized and shall be operated exclusively for the benefit of charitable, scientific, literary, educational and related purposes, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE V

Prohibited Activities

No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. No part of the earnings of the Association shall inure to the benefit of any member, director or officer of the Association, or any other person (except that the Association may pay reasonable compensation for services rendered to or on behalf of the Association and make other payments and distributions in furtherance of one or more of its purposes), and no member, director or officer of the Association or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Association. The Association shall pay no dividends.

Any other provision of this Article V to the contrary notwithstanding, the Association shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE VI

Manner of Electing Directors

The manner in which the directors of the Association are to be elected is stated in the By-laws of the Association.

ARTICLE VII

Quorum Requirements

One-third of the total number of members of the Association's Board of Directors (the "Board"), as such total number of members is from time to time determined by the

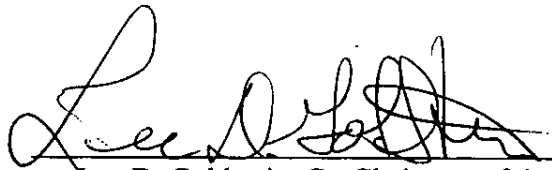
Board in accordance with the Association's By-laws, shall constitute a quorum for purposes of (a) increasing or decreasing the number of members of the Board, (b) removing any director, (c) removing any officer, (d) filling any vacancy on the Board or any committee thereof, (e) adopting, repealing, altering or amending any by-law, and (f) for the transaction of all other business at any meeting of the Board. One-third of the total number of members of (i) the Executive Committee of the Board, (ii) the Nominating Committee of the Board, and (iii) any other committee of the Board, as such total number of members is from time to time determined by the Board in accordance with the Association's By-laws, shall constitute a quorum for the transaction of business at any meeting of the Executive Committee, the Nominating Committee or any other committee of the Board.

ARTICLE VIII

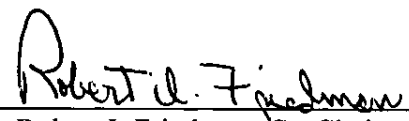
Amendments

These Articles of Incorporation may be altered, amended or repealed, in whole or in part, or new Articles may be adopted by the Council of Delegates at any meeting thereof; *provided, however*, that notice of such alteration, amendment, repeal or adoption of new Article is contained in the notice of such meeting of the Council of Delegates and such notice is given not less than thirty days prior to the meeting. Any such amendment must be approved by a majority of the votes entitled to be cast at a meeting of the Council of Delegates.

IN WITNESS WHEREOF, for the purposes of Amending and Restating the Articles of Incorporation of this not for profit corporation under the laws of the State of Florida, the undersigned has executed these Articles of Incorporation effective as of the 12th day of December, 2007.

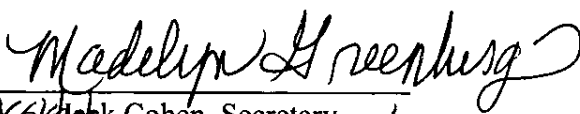


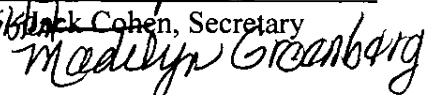
Lee D. Goldstein, Co-Chairman of the Board



Robert I. Friedman, Co-Chairman of the Board

ATTEST:



Assistant Secretary

Madelyn Greenberg

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

FILED
2007 DEC 17 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said statute:

The Citizens' Association of Palm Beach, Inc., desiring to organize under the laws of the State of Florida, has named Kenneth S. Direktor, located at the registered office of the corporation at Becker & Poliakoff, P.A., Bank of America Centre, 625 North Flagler Drive, West Palm Beach, Florida 33401, as its registered agent to accept service of process within this state.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the Citizens' Association of Palm Beach, Inc., a Florida not for profit corporation (the "Corporation"), in the foregoing Amended and Restated Articles of Incorporation, the undersigned, on behalf of the Corporation, hereby acknowledges that the undersigned is familiar with and agrees to accept the duties and responsibilities as registered agent for the Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.



Kenneth S. Direktor, Registered Agent