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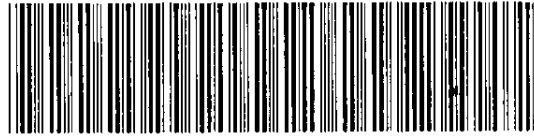
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*Amended &  
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DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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2010 NOV 24 PM 4:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**DATE:** 11-24-10

**NAME:** THE CITIZENS' ASSOCIATION OF PALM BEACH

**TYPE OF FILING:** AMENDED & RESTATED ARTICLES OF INCORP.

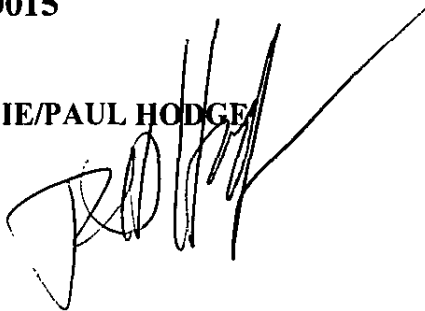
**COST:** ~~80.75~~ 52.50

**RETURN:** CERTIFICATE OF GOOD STANDING & *Certified Copy*

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**ACCOUNT:** FCA000000015

**AUTHORIZATION:** ABBIE/PAUL HODGE



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EFFECTIVE DATE  
11-30-10

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2010 NOV 24 PM 4:49

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

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

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:

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Pursuant to the provisions of Sections 617.1006, 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:

1. The date of adoption of this Amended and Restated Articles of Incorporation was November 16, 2010 and the number of votes cast for the adoption of this Amended and Restated Articles of Incorporation was sufficient for approval.

2. The effective date of the Amended and Restated Articles of Incorporation shall be the close of business on November 30, 2010.

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, by deleting Article I, Name, in its entirety, and substituting Article I as set forth below.

b. Article II regarding Duration has been amended by adding the words "unless dissolved according to law."

c. Article V regarding Prohibited Activities has been amended in certain respects as set forth below.

d. Article VI regarding Dissolution has been added as set forth below.

e. Former VI regarding the method of electing the corporation's directors in the manner stated in its By-laws has been amended in certain respects as set forth below, and has been renumbered Article VII.

f. Article VII regarding Quorum Requirements has been amended in certain respects as set forth below, and has been renumbered Article VIII.

g. Article VIII regarding Amendments has been amended in certain respects as set forth below, and has been renumbered Article IX.

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.

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Pursuant to the provisions of Section 617.1007, 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 SOUTH OF SLOAN'S CURVE, INC. (the "Corporation"), 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 unless dissolved according to law.

#### **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 Corporation 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, or the corresponding provision of any future federal tax code.

#### **ARTICLE V**

##### **Prohibited Activities**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. 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 (including the publishing or distribution

of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **ARTICLE VI**

### **Dissolution**

Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VII**

### **MEMBERSHIP/Manner of Electing Directors**

The Corporation shall have no members and shall be governed by a self-perpetuating Board of Directors (hereinafter called the "Board"). The Board shall exercise all corporate powers conferred by law, shall have plenary authority to do all acts and things authorized by law to be done by a Florida not-for-profit corporation, and the management of the activities and affairs of the Corporation shall be vested in the Board. The manner in which the directors of the Corporation are to be elected is stated in the By-laws of the Corporation. No director, officer, or other person shall have any right, title, or interest in or to any property of the Corporation. For purposes of this Article VII, the term "person" shall mean an individual, corporation, joint stock company, business trust, partnership, limited liability company, limited liability partnership, joint venture, syndicate, association, trust, unincorporated organization or other legal entity or other combination of individuals having collective capacity.

## **ARTICLE VIII**

### **Quorum Requirements**

One-third of the total number of members of the Board, as such total number of members is from time to time determined by the Board in accordance with the Corporation'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, (e) adopting, repealing, altering or amending any by-law, and (f) for the transaction of all other business at any meeting of the Board.

**ARTICLE IX**  
**Amendments**

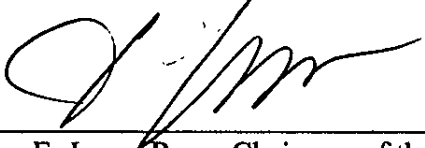
These Articles of Incorporation may be altered, amended or repealed, in whole or in part, or new Articles may be adopted by the Board at any meeting thereof; *provided, however*, that notice of such alteration, amendment or repeal of any of these Articles of Incorporation or the adoption any new Article and any restatement of these Articles of Incorporation shall be contained in the notice of such meeting and such notice shall be given not less than ten days nor more than sixty days before the day on which such meeting is to be held. If a quorum is present at such meeting, any such alteration, amendment or repeal of any of these Articles of Incorporation or the adoption any new Article and any restatement of these Articles of Incorporation must be approved by the affirmative vote of a majority of the Board.

**ARTICLE X**  
**EFFECTIVE DATE**

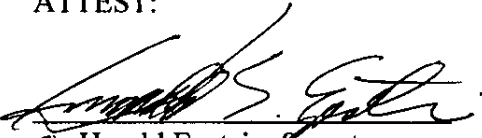
The effective date of these Amended and Restated Articles of Incorporation shall be the close of business on November 30, 2010.

**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 on the 16th day of November, 2010.

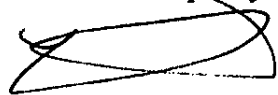
**THE CITIZENS' ASSOCIATION OF PALM BEACH,  
INC.**

By:   
\_\_\_\_\_  
E. James Ryan, Chairman of the Board

ATTEST:

  
\_\_\_\_\_  
Harold Epstein, Secretary

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in the foregoing Amended and Restated Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

  
\_\_\_\_\_  
Kenneth S. Direktor, Esq., Registered Agent

\_\_\_\_\_  
As of November 16, 2010  
Date

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

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

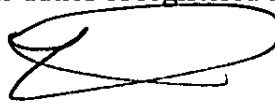
THE CITIZENS' ASSOCIATION SOUTH OF SLOAN'S CURVE, INC. has named Kenneth S. Direktor, Esq. of the law firm of Becker & Poliakoff, P.A., located at the registered office of the corporation at Bank of America Centre, 625 North Flagler Drive, West Palm Beach, Florida 33401, as its registered agent to accept service of process within this state.

By: 

\_\_\_\_\_  
E. James Ryan, Chairman of the Board

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for THE CITIZENS' ASSOCIATION SOUTH OF SLOAN'S CURVE, INC., a Florida not for profit corporation (hereinafter called the "Corporation"), in the foregoing Amended and Restated Articles of Incorporation and in the certificate set out above, 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, Esq., Registered Agent

Dated: As of November 16, 2010