

743493

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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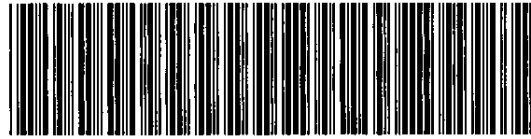
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Palm Beach County League of Cities, Inc.

DOCUMENT NUMBER: 743943

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

Please return all correspondence concerning this matter to the following:

JeRiise Hansen
Name of Contact Person
Palm Beach County League of Cities
Firm/ Company
301 N. Olive Ave., Suite 1002.17
Address
West Palm Beach, FL 33401
City/ State and Zip Code

jhansen@pbcgov.org
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JeRiise Hansen at (561) 355-4484
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

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

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

743493

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent _____

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

Change PT John Doe

Remove V Mike Jones

Add SV Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

E. If amending or adding additional Articles, enter change(s) here:
(Attach additional sheets, if necessary). (Be specific)

See attached sheets

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:
(if not applicable, indicate N/A)

August 26, 2015

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval
by _____"
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 10.1.15

Signature 

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Richard Radcliffe

(Typed or printed name of person signing)

Executive Director

(Title of person signing)

ELEVENTH AMENDMENT
to
ARTICLES OF INCORPORATION
of the
PALM BEACH COUNTY LEAGUE OF CITIES, INC.

ARTICLE ONE: NAME

The name of this corporation shall be PALM BEACH COUNTY LEAGUE OF CITIES, INC., a corporation not for profit, which shall be entitled to and possess all privileges and powers of a non-profit corporation under Chapter 617, Florida Statutes.

ARTICLE TWO: DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE: PURPOSE

The purpose of the Palm Beach County league of Cities, Inc. (hereinafter the "League"), shall be to promote and advance the collective interests of the municipalities of Palm Beach County, Florida; to study municipal issues and seek desired results through cooperative effort; to respect the principles of Home Rule; to encourage and enhance the quality of life of the citizens of the municipalities of Palm Beach County; and/or to engage in any other lawful purpose not for pecuniary profit.

ARTICLE FOUR: MEMBERSHIP

- A. Municipal Membership. Each municipality in Palm Beach County, Florida, shall be eligible and may become a member of this League upon payment of the annual dues and any assessments levied by the membership. The amount of dues shall be established from time to time by the Board of Directors and shall be ratified by the Municipal Membership prior to becoming effective.
- B. Associate Membership. Associate Membership may be provided for in the League Bylaws.
- C. Ex-Officio Membership. Ex Officio membership may be provided for in the League Bylaws.

ARTICLE FIVE: OFFICERS AND BOARD OF DIRECTORS

- A. The Officers of the Corporation shall be: President, up to three Vice-Presidents (as determined by vote of the general membership and adopted in the Bylaws,) and Secretary-Treasurer. Only duly elected municipal officials shall be eligible for election as President or Vice-President(s) pursuant to the procedures established in the League Bylaws. The Secretary-Treasurer may be either an elected or appointed municipal official. The duties and responsibilities of the Officers and Directors shall be those established in the League Bylaws.
- B. The Board of Directors shall consist of the Officers of the corporation as well as the other Board Members described herein below. The Officers and Board Members shall be elected according to the procedures set forth in the Bylaws; provided however, that there shall never be more than one (1) voting member elected from any municipality. In addition to the Officers, the Board of Directors shall be comprised of:

1. One (1) representative eligible Municipal Member from each of the currently effective Districts as set forth in the Bylaws, to be elected by the Municipal Members at Large; and
2. One (1) representative eligible Municipal Member from each of six (6) of the "Large Municipalities," defined as any municipality with a population exceeding twenty-five thousand (25,000), to be elected by the Municipal Members at Large; and
3. Two (2) additional eligible Municipal Members from any two (2) municipalities, to be elected by the Municipal Members at Large; and
4. The officers of the League as determined by the Bylaws; and
5. All past Presidents may serve as ex officio members of the Board; provided however, in order to qualify for this ex-officio board member status, the past Presidents shall be duly elected municipal officials, have no vote, and shall not be counted for the purposes of a quorum, except for the immediate past President who shall have a vote and shall be counted for the purposes of a quorum. Nothing herein shall prevent past Presidents other than the immediate past President from serving as a voting member of the Board or as an Officer of the League if duly nominated and elected.

C. All members of the Board of Directors, other than the President and Vice President(s) of the League (who shall be duly elected municipal officials as provided in these Articles), may be either duly elected municipal officials or appointed chief administrative municipal officials.

D. The Officers and Directors of the League shall be elected for a term of one (1) year. In conformance with the regular composition of the Board of Directors as set forth under Article Five, Sections B.1-3 above, vacancies occurring for any reason during the term of office for Directors shall be filled within 90 days from the date of the vacancy for the remainder of the term by the Board of Directors from the category of board members which represents the category from which the vacancy occurred (i.e. from the same District if a District appointee; any " Large Municipality" if a "Large Municipality" appointee; and/or any Member at Large if a Member at Large seat appointee), provided however that there shall still never be more than one (1) voting member elected or appointed, in case of a vacancy, from any one municipality. Vacancies occurring during the term of office for officers shall be filled for the remainder of the term of office from the remaining members of the Board by vote of the remaining members of the Board.

E. Officers and Directors who are serving in the position upon the filing of these Amended Articles and thereafter shall continue to serve in such positions until their successors are duly elected and installed.

ARTICLE SIX: MEETINGS

Officers and Directors of the League shall be elected at the Annual meeting in accordance with terms and conditions set forth in the Bylaws.

Meetings of the Board of Directors as well as Regular and Special meetings of the Municipal Membership shall be held at such times and places as provided in the Bylaws.

ARTICLE SEVEN: NOMINATIONS

The President shall appoint a Nominating Committee of not less than three (3) Municipal Members (none of whom shall be eligible for nomination) to consider and propose a slate of candidates for all elective offices for the annual election. The Nominating Committee shall obtain from each nominee a written "Consent to Serve" the League if elected prior to placing his name in nomination and shall announce its nominations to the membership at the March Regular membership meeting. Additional nominations may

be made from the floor by any member in good standing at the April regular membership meeting. Nominees from the floor must have submitted a written "Consent to Serve" form prior to their name being placed in nomination. Such "consent to Serve" forms shall contain an acknowledgment of the duties and responsibilities of the nominated position as set forth in the Bylaws. Prior to the Annual Meeting, each nominee's municipality shall be notified of their representative's nomination for League Office.

**ARTICLE EIGHT:
AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS**

These Articles of Incorporation may be amended, and Bylaws adopted or amended, by the affirmative vote of a simple majority of the Municipal Membership at a regular or special meeting of the Municipal Membership, provided, that notice in writing, together with copies of all proposed Bylaws and/or amendments to the Bylaws or Articles of Incorporation, shall be provided to all Municipal Members at least thirty (30) days in advance of the meeting at which action shall be taken.

ARTICLE NINE: REGISTERED AGENT

The registered office of the corporation shall be located at 1111 Hypoluxo Road, Suite 207, Lantana, Florida 33462. The registered agent of the corporation at that address shall be Corbett and White, P.A. The Registered Agent may be replaced by the Board of Directors from time to time, as desired.

ARTICLE TEN: INCORPORATOR

The name and address of the subscriber of these Amended Articles of Incorporation is TRELA J. WHITE, ESQ., 1111 Hypoluxo Road, Suite 207, Lantana, Florida 33462.

IN WITNESS WHEREOF, I have subscribed my name this 26th day of August, 2015.



TRELA J. WHITE, ESQ.

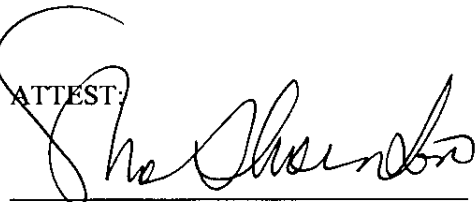
All Municipal Members are entitled to vote on proposed amendments to the Articles of Incorporation.

There were 38 Municipal Members as of August 29, 2012 when this Tenth Amended Articles of Incorporation appeared on the agenda for approval.

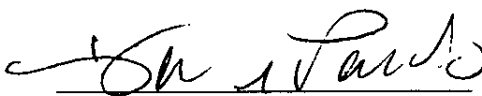
The Tenth Amended Articles of Incorporation provide for amendments to the Articles and Bylaws by the affirmative vote of a simple majority of the Municipal Members.

32 members were present and this document was approved by 32 voting delegates, which is sufficient for approval. This Tenth Amended Articles of Incorporation of the Palm Beach County League of Cities, Inc. was duly adopted on August 26, 2015.

ATTEST:



Mo Thornton, Secretary



Dawn S. Pardo, President

(SEAL)