

743493

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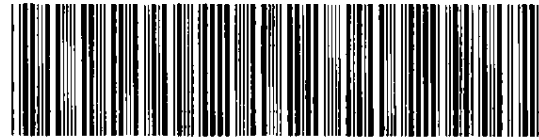
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2017 APR - 3 P 3:35

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APR 05 2017

J. LEMIEUX

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

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

DOCUMENT NUMBER: 743493

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

Please return all correspondence concerning this matter to the following

Richard Radcliffe

(Name of Contact Person)

Palm Beach County League of Cities

(Firm/ Company)

301 N. Olive Avenue, Suite 1002.17

(Address)

West Palm Beach, FL 33401

(City/ State and Zip Code)

rradcliffe@pbccgov.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call.

Richard Radcliffe

561

355-4484

at

(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 &<br>Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

FILED

Palm Beach County League of Cities, Inc.

2017 APR -3 P 3:35

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

743493

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(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:

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

\_\_\_\_\_ The new  
name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc."  
"Company" or "Co." may not be used in the name.

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:

701 Northpoint Parkway, Suite 205

(Florida street address)

New Registered Office Address:

West Palm Beach

(City)

Florida 33407

(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

**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:

<u>X</u> Change	<u>PT</u>	John Doe
<u>X</u> Remove	<u>V</u>	Mike Jones
<u>X</u> Add	<u>SV</u>	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			_____

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

(attach additional sheets, if necessary). (Be specific)

Please see the attached Twelfth Amendment to Articles of Incorporation of the Palm Beach County League of Cities, Inc.

The date of each amendment(s) adoption: January 25, 2017, 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 members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 3-29-17

Signature Richard Rapoloff  
(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)

Richard Rapoloff  
(Typed or printed name of person signing)

Executive Director  
(Title of person signing)

**TWELFTH 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~~ Municipal 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 hereinbelow. 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)~~ Six (6) representative eligible Municipal Members from ~~each of six (6) of the any Municipality qualifying as a~~ "Large Municipality ies," 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" ~~from the League if elected~~ prior to placing his or her 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~~ the voting delegate of any Municipal 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 "e 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 701 Northpoint Parkway, Suite 205, West Palm Beach, FL 33407. The registered agent of the corporation at that address shall be Corbett, White, Davis and Ashton, 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 JENNIFER G. ASHTON, ESQ., 701 Northpoint Parkway, Suite 205, West Palm Beach, FL 33407.

IN WITNESS WHEREOF, I have subscribed my name this 25<sup>th</sup> day of January, 2017.

  
JENNIFER G. ASHTON, ESQ.

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


There were 39 Municipal Members as of January 25, 2017 when this Twelfth Amended Articles of Incorporation appeared on the agenda for approval.

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

27 Municipal Members were present and this document was approved by 27 voting delegates, which is sufficient for approval. This Twelfth Amended Articles of Incorporation of the Palm Beach County League of Cities, Inc. was duly adopted on January 25, 2017.

ATTEST:

  
Mo Thornton, Secretary

  
Robert M.W. Shalhoub, President

(SEAL)