

746599

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TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Quota International of the Palm Beaches, Inc.

DOCUMENT NUMBER: 746599

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

Please return all correspondence concerning this matter to the following:

Marian E. Fetchik
(Name of Contact Person)

(Firm/ Company)

7589 Downwinds Lane
(Address)

LAKE WORTH, FLORIDA 33467
(City/ State and Zip Code)

For further information concerning this matter, please call:

Marian E. Fetchik at (561) 963-6966
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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

to

**ARTICLES OF INCORPORATION
OF
QUOTA INTERNATIONAL OF THE PALM BEACHES, INC.**

The Articles of Incorporation, Document Number 746599, of Quota International of the Palm Beaches, Inc., a Florida Not for Profit Corporation are hereby amended and restated in their entirety pursuant to the Florida Not for Profit Corporation Act.

Article I: The name of the corporation is: Quota International of the Palm Beaches, Inc.

Article II: The mailing address of the Corporation shall be:

1526 North "J" Terrace
Lake Worth, FL 33460-1813

The principal place of business of the Corporation shall be:

1526 North "J" Terrace
Lake Worth, FL 33460-1813

Article III: The specific and primary purposes for which this corporation is formed and for which it shall be exclusively administered and operated are to receive, administer and expend funds in connection with the following charitable and educational purposes, and to support in other ways the following activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986:

1. To serve country and community;
2. To promote high ethical standards;
3. To emphasize the dignity of all useful occupations;
4. To develop good fellowship and friendship;
5. To unite business executives and professionals for service; and
6. To advance ideals or righteousness, justice, international understanding and good will.

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In order to accomplish the foregoing charitable and educational purposes, and for no other purpose or purposes, this corporation shall also have the power to:

- (a) sue and be sued;
- (b) make contracts;
- (c) receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations;
- (d) act as trustee under any trust whose objects are related to the principal objects of the corporation, and to receive, hold, administer and expend funds and property subject to such trust;
- (e) convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of all property, real or personal;
- (f) borrow money, contract debts and issue bonds, notes, and debentures, and secure the payment of any performance of its obligations; and
- (g) do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

Article IV: The manner in which officers/directors are elected or appointed is as provided for in the bylaws.

Article V: The names and addresses of the officers/directors are:

Marian E. Fetchik, President	7589 Downwinds Lane, Lake Worth, FL 33467
Richard A. Fetchik, Vice President	7589 Downwinds Lane, Lake Worth, FL 33467
Miriam M. McIlvaine, President	1526 North "J" Terrace, Lake Worth, FL 33460-1813
Susan Guthrie, Secretary	5843A Sugar Palm Court, Delray Beach, FL 33484
Callie Cameron, Director	3729 SW 13 th Terrace, Okeechobee, FL 34974

Article VI: The name and Florida street address of the registered agent is:

Miriam M. McIlvaine
1526 North "J" Terrace, Lake Worth, FL 33460-1813

Article VII: The Corporation shall have members.

Article VIII: The number of Directors shall be fixed by the bylaws, but shall not be less than three (3). The affairs of the corporation shall be carried on through its Board of Directors. The election or appointment of new directors shall be as set forth in the Corporation bylaws. In furtherance and not in limitation of the powers conferred by statute, the corporation is expressly authorized to carry on its affairs and activities and to hold annual or special meetings of its Board of Directors either within or out of any of the states, territories or possessions of the United States, or the District of Columbia.

Article IX: No part of the net earnings of the corporation shall inure to or for the benefit of, or be distributable to, its directors, 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 and objects set forth in Article III 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 by publishing or distributing statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on 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 subsequent federal tax laws), or by an organization contributions to which are to be deductible under section 170(c)(2) of such Code.

Notwithstanding any other provision set forth in these Articles of Incorporation, at any time during which it is deemed a private foundation, the corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; the corporation shall not make any investments in such manner as to be subject to the tax imposed by Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; and the corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

Article X: The personal liability of the Directors of the Corporation is eliminated to the fullest extent permitted by the provisions of the Florida Not for Profit Corporation Act, Chapter 617, as the same may be amended and supplemented.

Article XI: Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation remaining after payment of the debts of the corporation or provision therefor shall be distributed exclusively for charitable or educational purposes to organizations which are then exempt from federal tax under Section 501 (c)(3) of the Internal Revenue Code of

1954 (or corresponding provisions of any subsequent federal tax laws), and to which contributions are then deductible under section 170(c)(2) of such Code. Any such assets not disposed shall be disposed by the Court of Common Pleas of the county in which the principal office 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 XII: The corporation reserves the right to amend, change or repeal any provision contained in the Articles of Incorporation or to merge or consolidate this corporation with any other non-profit corporation in the manner now or hereafter prescribed by statute, provided, however, that any such action shall be undertaken exclusively to carry out the objects and purposes for which the corporation is formed, and all rights herein conferred or granted shall be subject to this reservation.

The date of adoption of the amendments was October 10, 2009. The amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

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

Signature: Miriam M. McIlvaine 10/10/09

Name: Miriam M. McIlvaine

Title: Treasurer, Registered Agent

Principal officer of the organization:

Signature: Marian E. Fetchik 10/10/09

Name: Marian E. Fetchik

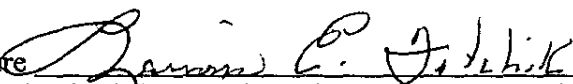
Title: President

The date of adoption of the amendment(s) was: October 10, 2009

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

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature 
(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.)

MARIAN E. FETCHIK
(Typed or printed name of person signing)

PRESIDENT
(Title of person signing)

FILING FEE: \$35