

755208

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

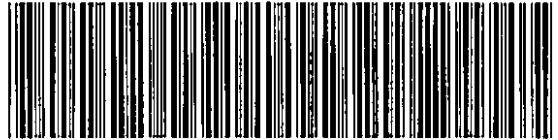
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



400347269074

07/02/20 -01023--025 \*443.75

2020-07-02 PM 6:03

cc  
Amended/Restated  
Memorandum

AUG 15 2020

1 ALBRITTON

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: GREATER DELRAY BEACH CHAMBER OF COMMERCE CHARITIES, INC.

DOCUMENT NUMBER: 755208

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

Please return all correspondence concerning this matter to the following:

David A. Beale, Esq.

\_\_\_\_\_  
(Name of Contact Person)

David A. Beale, P.A.

\_\_\_\_\_  
(Firm/ Company)

301 W. Atlantic Avenue, Suite 0-5

\_\_\_\_\_  
(Address)

Delray Beach, FL 33445

\_\_\_\_\_  
(City/ State and Zip Code)

david@bealelaw.net

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

For further information concerning this matter, please call:

David A. Beale

561

243-1477

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  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**DELRAY CHAMBER EDUCATION FUND, INC.**

**f/k/a**

**GREATER DELRAY BEACH CHAMBER OF COMMERCE CHARITIES, INC.,**

**a Florida Non-Stock, Non-Member Non-Profit Corporation**

**dated as of January 1, 2020**

**ARTICLE I.  
CORPORATE NAME**

The name and location of the Corporation is:

**DELRAY CHAMBER EDUCATION FUND, INC.  
140 NE 1st Street, Delray Beach, FL 33444**

**ARTICLE II.  
PURPOSES**

The DELRAY CHAMBER EDUCATION FUND, INC. is a Florida not for profit corporation, organized solely for general charitable purposes pursuant to Chapter 617 of the Florida statutes. The general purposes for which this corporation is formed are to operate exclusively for such lawful and charitable, educational, literary, or scientific purposes as will qualify it for exemption from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws. This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene in any way (including by publication or distribution of any statements) in any political campaign on behalf of or in opposition to any candidate for public office. Without limiting the foregoing, it will be the intent of the corporation to emphasize the improvement of all aspects of education in the greater Delray Beach, Florida area.

**ARTICLE III.  
BOARD OF DIRECTORS**

The Corporation shall have no members. The Board of Directors shall be chosen in accordance with its Bylaws as amended from time to time.

**ARTICLE IV.  
REGISTERED AGENT**

The Corporation's Registered Agent and street address is:

**Lorraine Plakstis  
140 NE 1<sup>st</sup> Street  
Delray Beach, FL 33444**

**ARTICLE IV.  
TERM**

The Corporation shall have a perpetual existence.

**ARTICLE V.**  
**INITIAL INCORPORATORS (SUBSCRIBERS)**

Bill Ward            4639 Franwood Lane, Delray Beach, FL  
Joe martin        1301 NW Lake Drive, Delray Beach, FL  
Charles Hill, Jr. 322 NE 7<sup>th</sup> Avenue, Delray Beach, FL

**ARTICLE VI.**  
**MANAGEMENT OF CORPORATE AFFAIRS**

The Corporation shall be managed solely by its Board of Directors as set forth in the Bylaws as amended from time to time. All powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors in accordance with its Bylaws as amended from time to time. The number of directors and the method of selection shall be as set forth in the Bylaws as amended from time to time but shall not be less than three (3). The number and responsibilities of Officers shall also be as set forth in the Bylaws.

**ARTICLE VII.**  
**BYLAWS**

Subject to the limitations contained in the Bylaws, and any limitations set forth in Chapter 617 of the Florida Statutes, the Florida Not for Profit Corporation Act, the Bylaws of this Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted by a vote of three-quarters of the Board of Directors where a quorum is present.

**ARTICLE VIII.**  
**LIMITATIONS, DEDICATION OF EARNINGS AND ASSETS**

Notwithstanding any other provision of these Articles, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code as it now exists or as it may be amended, or by any organization contributions which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings or assets of the Corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, 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 the Articles of Incorporation and these Bylaws.

**ARTICLE IX**  
**DISTRIBUTION OF ASSETS**

Upon the dissolution or winding up of this Corporation, its assets remaining after payment or provision for the payment of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation or not for profit corporation which is organized and operated exclusively for charitable purposes, and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any subsequent tax laws, under procedures that may be set forth in the Bylaws.

**ARTICLE X.**  
**AMENDMENT OF ARTICLES**

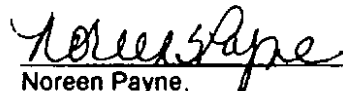
Amendments to these Articles of Incorporation may be made by a by a vote of three-quarters (3/4) of the Board of Directors where a quorum is present.

**EXECUTION AND CERTIFICATION**

On behalf of the Corporation, I have executed these Amended and Restated Articles of Incorporation of the Delray Chamber Education Fund, Inc., f/k/a Greater Delray Beach Chamber of Commerce Charities, Inc., and certify as follows:

1. These Amended and Restated Articles of Incorporation required member approval.
2. The date of the adoption of the amendment by the members was on 5/1, 2020.
3. The number of votes cast for the amendment was sufficient for approval; and
4. The duly adopted Amended and Restated Articles of incorporation supersede the original articles of incorporation and all amendments to them.

Dated: 5/1/2020

  
Noreen Payne,  
Chair of the Board of Directors