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Division of Corporations
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H22001130463ABCT

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To:

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From:

Account Name : NASON, YEAGER, GERSON, WHITE & LIOCE, P.A.
Account Number : 073222003555
Phone : (561) 686-3307
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SECRETARY OF STATE
TALLAHASSEE, FL

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
WEST PALM BEACH POLICE FOUNDATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FL

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2022 MAR 28 AM 9:30

STATE OF FLORIDA
NON-PROFIT CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FL

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WEST PALM BEACH POLICE FOUNDATION, INC.

Pursuant to Sections 617.1002, 617.1006 and 617.1007 of the Florida Not-For-Profit Corporation Act, WEST PALM BEACH POLICE FOUNDATION, Inc., a Florida not-for-profit corporation originally incorporated on September 2, 1982 (Document Number 764489), does hereby certify that:

- (a) These Amended and Restated Articles of Incorporation were duly adopted by the requisite vote of the Board of Directors on March 24, 2022, at a duly noticed meeting at which a quorum of such Board of Directors was present and voting, and there are no members or members entitled to vote on this amendment and restatement, and
- (b) Such corporation hereby amends and restates its Articles of Incorporation to read as follows:

FIRST: Name. The name of the corporation shall hereinafter be WEST PALM BEACH POLICE FUND, INC.

SECOND: Principal Office. The mailing address and street address of the principal office of the Company is:

Mailing Address:

PO Box 851
West Palm Beach, FL 33402

Street Address:

600 Banyan Blvd
West Palm Beach, FL 33401

THIRD: Duration. The period of its duration is perpetual.

FOURTH: Purpose. The Corporation is organized and shall be operated exclusively for religious, charitable, scientific and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Such purposes shall include but shall not be limited to: to lessen the burdens of government, to provide for a safer community and to improve the quality of life for residents in the city of West Palm Beach, to defend human and civil rights secured by law, to eliminate prejudice and discrimination, to lessen neighborhood tensions, and to combat community deterioration and juvenile delinquency through programs for the benefit of the community and local law enforcement; and in particular to help the City of West Palm Beach Police Department, by funding, in the sole discretion of the Corporation, the purchase of law enforcement equipment, training and supplies, and by recognizing sworn and unsworn law

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enforcement personnel working for the department; and for any other purpose consistent with being a charitable and educational organization within the meaning of Section 501(c)(3) of the Internal revenue Code, and any and all related charitable purposes and to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount of value; to sell, convey, or otherwise dispose of such property; and to invest, reinvest or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any laws applicable thereto. The corporation may do any other act or thing incidental to or connected with the foregoing purposes, or in the advancement thereof, but not for the pecuniary profit or gain of its members, directors, advisors or officers, except as permitted under the Act. In furtherance of its corporate purposes, the corporation shall have all general powers enumerated in the Act, or any successor provisions thereto.

FIFTH: Exempt Status. Provisions for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(a) The corporation shall be a non-profit corporation and shall have no authority to issue capital stock.

(b) The corporation shall not be a membership corporation, but shall be operated, managed and controlled solely by its Board of Directors.

(c) The affairs and business of the corporation shall be managed by a Board of Directors having at least three (3) Directors. Each member of the Board of Directors shall have one vote. The directors and officers of the corporation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the by-laws of the corporation.

(d) Without in any way limiting the foregoing, the corporation shall have those powers granted by the Act.

(e) No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any member, officer or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except to the extent that the corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code; and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of

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Incorporation or the by-laws of the corporation, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(f) Except as otherwise provided by law, the corporation may at any time dissolve by the affirmative vote of two-thirds of the Board of Directors. Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of 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 shall be distributed to a federal, state or local government, for a public purpose.

(g) In the event the corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the Articles of Incorporation or the by-laws of the corporation, the following provisions shall apply for the period in which the corporation is so deemed:

The corporation shall distribute the income of 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.

The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

(h) Except as may otherwise be required by law, the corporation may, at any time, by the affirmative vote of two-thirds of the Board of Directors, merge or consolidate with or into any corporation in such manner that the surviving corporation is organized and operated exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

(i) All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; and (ii) to particular sections of the Internal Revenue Code shall be deemed to refer to similar or successor provisions hereafter adopted.

SIXTH: Indemnification. Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was a member, director, advisor, trustee or officer of the corporation, (b) who is or was an agent or employee of the corporation and as to whom the corporation has agreed to grant such indemnity hereunder, or (c) who is or was serving at the request of the corporation as its representative in the position of a member, director, advisor, officer, trustee, partner, agent, or employee of another corporation, partnership,

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joint venture, trust or other enterprise and to whom the corporation has agreed to grant such indemnity hereunder, shall be indemnified by the corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against fines, liabilities, settlements, losses, damages, costs and expenses, including attorney fees, asserted against him or her or incurred by him or her in his or her capacity as such member, director, advisor, officer, trustee, partner, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorneys' fees, whether or not the corporation would have the legal power to directly indemnify him or her against such liability.

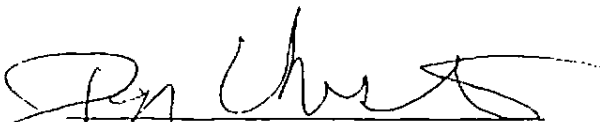
Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in paragraph 1 of this Article in defending a civil or criminal suit, action or proceeding may be paid (and, in the case of directors and advisors of the corporation, shall be paid) by the corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the corporation as authorized by this Article, and upon satisfaction of other conditions established from time to time by the Board of Directors or required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the corporation nevertheless indemnifies each director, advisor and officer and employee of the corporation to the fullest extent permitted by all portions of this Article that have not been invalidated and to the fullest extent permitted by law.

SEVENTH: Restatement. The intention of the restatement of these Articles of Incorporation are that they shall supersede in their entirety the original Articles of Incorporation and all amendments thereto.

EIGHTH: Amendment of Articles. These Articles of Incorporation may only be amended after approval by the Board of Directors.

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s.817.155, F.S.


Don Chester, President

Date: March 25, 2022

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March 25, 2022

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

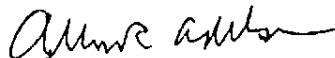
RE: West Palm Beach Police Fund, Inc., a Florida corporation (the "Corporation")
Document No.: N21000010248

Dear Sir/Madam:

I am the President of the above referenced corporation, West Palm Beach Police Fund, Inc. The Corporation is merging into West Palm Beach Police Foundation, Inc. (Document No.: 764489) ("Foundation"). The Corporation hereby authorizes the Foundation to share its name, West Palm Beach Police Fund, Inc. as the Foundation will be the surviving corporation.

Please contact my office should you have any questions regarding the above.

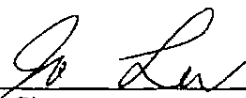
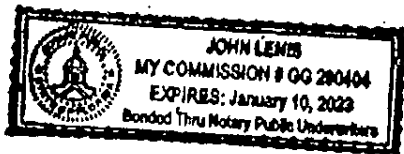
West Palm Beach Police Fund, Inc.



Allan R. Adelson, as Chair

STATE OF FLORIDA
COUNTY OF FLORIDA

The foregoing instrument was acknowledged before me this 25th day of March, 2022, by Alan R. Adelson, as Chair of West Palm Beach Police Fund, Inc., (☒) who is personally known to me OR (☐) who produced _____ as identification.



Notary Signature

John Lewis

Print Notary Name

State of Florida at Large
My Commission Expires:

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