

N00000002589

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November 17, 2000

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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Dear Sir or Madam:

Enclosed for filing is the Amended and Restated Articles of Incorporation of the Delray Beach Village Foundation, Inc., along with a check in the amount of \$43.75 (for the filing fee and for a certified copy of the Amendment). Please return the certified copy to me at the address noted above. Thank you for your assistance in this matter.

Sincerely yours,

Thomas A. Sheehan, III
Thomas A. Sheehan, III

*Amend + Restate
11-30-00
PMS*

TAS:smw
Enclosures

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

00 NOV 20 AM 8:06

FILED

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DELRAY BEACH VILLAGE FOUNDATION, INC.**

FILED
00 NOV 20 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1007, Florida Statutes, the undersigned Corporation hereby amends and restates, in its entirety, its Articles of Incorporation originally filed with the Secretary of State on April 19, 2000 as document number N00000002589. These Amended and Restated Articles of Incorporation were duly adopted at a meeting of the Board of Directors of this Corporation on November 16, 2000 by a majority vote of the Directors then in office. No approval of members was required.

ARTICLE I

Name of Corporation

The name of this Corporation shall be DELRAY BEACH VILLAGE FOUNDATION, INC. (hereinafter the "Corporation"). The principal office and mailing address of the Corporation will be 141 S.W. 12th Avenue, Delray Beach, Florida 33444.

ARTICLE II

Purposes

The purposes for which this Corporation are organized are exclusively charitable, scientific, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue Law.

ARTICLE III

Prohibited Activities

No dividend shall be paid, and no part of the income of this Corporation shall be distributed to its directors, officers or committee members, except that this Corporation shall be

authorized and empowered to pay reasonable compensation for services rendered to its directors, officers and committee members and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

No substantial part of the activities of this Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue Law or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue Law.

ARTICLE IV

Membership

The Corporation shall have no members

ARTICLE V

Corporate Duration

This Corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE VI

Board of Directors

The Board of Directors shall be elected or appointed in accordance with the Bylaws of the Corporation, provided the number of directors shall be no less than three (3) at all times.

ARTICLE VII

Bylaws

The Bylaws of this Corporation may be made, altered, amended or rescinded at any meeting of the Board of Directors of this Corporation by the affirmative vote of a majority of the Directors present at any such meeting at which a quorum of Directors is present.

ARTICLE VIII

Amendment to Articles of Incorporation

These Articles of Incorporation may be amended at any meeting of the Board of Directors of this Corporation by the affirmative vote of a majority of the Directors present at any such meeting at which a quorum of Directors is present.

ARTICLE IX

Dissolution

In the event of dissolution, any residual assets of this Corporation will be distributed for one or more exempt purposes or purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding sections of any future Internal Revenue law of the United States.

ARTICLE X

Indemnification

This Corporation shall have the power, to the fullest extent permitted by the provisions of the *Florida Statutes*, Section 617.0831, as the same may be amended and supplemented, to indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any rights to which those indemnified may be entitled under any by-laws, agreement, vote of members or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

**DELRAY BEACH VILLAGE
FOUNDATION, INC.**

By: 

Name: THOMAS SICCONI

Title: CHAIR

November 16, 2000