

N00000005397

BOOSE CASEY CIKLIN LUBITZ MARTENS MCBANE & O'CONNELL

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

JOSEPH L. ACKERMAN, P.A.
LINDA DICKHAUS AGNANT
BRUCE G. ALEXANDER, P.A.
JERALD S. BEER, P.A.
WILLIAM R. BOOSE, P.A.
JOHN D. BOYKIN, P.A.
PATRICK J. CASEY, P.A.
RICHARD R. CHAVES
PATRICIA M. CHRISTIANSEN
ALAN J. CIKLIN, P.A.
ROBERT L. CRANE, P.A.
RONALD E. CRESCENZO
JEFFREY M. GARBER

JASON S. HASELKORN
RICHARD A. JAROLEM
BRIAN B. JOSLYN, P.A.
GREGORY S. KINO, P.A.
JUAN C. LAUREANO
DONNA L. LEVY
M. DANIEL LOGAN
CHARLES A. LUBITZ, P.A.
RICHARD L. MARTENS, P.A.
BRIAN M. O'CONNELL, P.A.
PHIL D. O'CONNELL, P.A.
DEAN VEGOSEN, P.L.
JOHN R. YOUNG, P.A.

PHILLIP D. O'CONNELL, SR. (1907-1987)

OF COUNSEL
W. JAY HUNSTON, JR., P.A.
MICHAEL J. KENNEDY, P.A.
LOUIS R. MCBANE, P.A.
JOHN L. REMSEN
GARY WALK

515 NORTH FLAGLER DRIVE, STE. 1900
WEST PALM BEACH, FLORIDA 33401-4343
P.O. BOX 4626
TELEPHONE: (561) 832-5900
TELECOPIER: (561) 833-4209

August 13, 2001

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-08/17/01--01012--007
*****35.00 *****35.00

Re: THE BORLAND CENTER

Dear Sir/Madam:

Enclosed please find an original and one copy of the Amendment to Articles of Incorporation with reference to the above-captioned matter.

Also enclosed is our check in the amount of \$35.00 which covers the cost of filing. Kindly file same and return one copy to me marked "filed" in the self-addressed stamped envelope provided for your convenience.

Thank you for your cooperation in this matter.

Sincerely,

Jerald S. Beer
Jerald S. Beer

JSB/ka
Enclosures

SIGNED IN MY ABSENCE
TO EXPEDITE DELIVERY

FILED
01 SEP 24 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated

T BROWN SEP 25 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 23, 2001

JERALD S. BEER
BOOSE CASEY CIKLIN ET AL
P.O. BOX 4626
W. PALM BEACH, FL 33401-4343

SUBJECT: THE BORLAND CENTER, INC.
Ref. Number: N00000005397

We have received your document for THE BORLAND CENTER, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The document must have original signatures.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown
Corporate Specialist

Letter Number: 501A00048246

The Borland Center

Teresa Brown
Florida Dept. of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Re: Your Letter Number 501A00048246 (copy enclosed)
Ref. Number: N00000005397

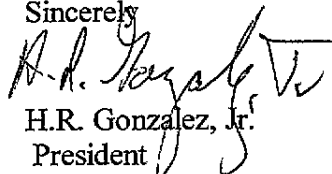
Dear Ms Brown,

In response to your letter of 8/23/01 enclosed please find the following:

1. Original executed copy of the amended and restated Articles of Incorporation for The Borland Center Inc. All directors and officers of the Corporation signed this document. It also clarifies the distinction between the registered office and principal office of the corporation.
2. Consent to Action by the Board of the Borland Center dated August 1, 2001 stating that the Amended and Restated Articles were adopted by the Board of Directors and do not contain any amendments requiring member approval.

Please respond to the address shown below. Thank you for your help .

Sincerely



H.R. Gonzalez, Jr.
President

The Bruce E. Borland Center for Community Enrichment

3970 R. C. A. Boulevard - Suite 7009, Palm Beach Gardens, FL 33410
Phone: 561-626-2507 FAX: 561-626-5998 Web Site: PBCOMMUNITYCHURCH.ORG

AMENDED AND RESTATED ARTICLES OF INCORPORATION

THE BORLAND CENTER, INC.

FILED
01 SEP 24 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit under the Chapter 617, Florida Statutes, and certify as follows:

Article I

Name and Address

The name of this Corporation shall be: The Borland Center, Inc.

The initial principal office of the Corporation is 3970 R.C.A. Boulevard, - Suite 7009,
Palm Beach Gardens, FL 33410

Article II

Purpose

The Corporation is being formed for the purpose of enriching the lives of the citizens of northern Palm Beach County and neighboring communities by establishing a culturally-relevant "community gathering place" anchored in Judeo-Christian values where the performing arts and other events touch hearts and minds.

Toward this purpose, the Corporation will engage in any and all permitted actions allowed and within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, and all lawful actions allowed within the meaning of Chapter 617 of the Florida Statutes.

Article III

Powers

The powers of the Corporation shall include and be governed by the following provisions:

- (a) The Corporation shall have all the common-law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.
- (b) The Corporation shall have the powers and duties set forth in Chapter 617 of the Florida Statutes. In order to promote the purposes of this corporation, it may acquire property by grant, gift, purchase, lease, devise, or bequest and hold and dispose of such property as the Corporation shall require for the benefit of its members and not for pecuniary profit. The Corporation shall have the right to maintain and use appropriate bank accounts for the purpose of the Corporation and to execute all necessary documents, which might be reasonably necessary to further the purpose of the Corporation. The Corporation shall have the right to enter into contracts, conveyances, and to acquire, solicit, borrow, lend, and otherwise deal in monies and assets, which are reasonably necessary to further the primary purposes of the Corporation. Officers and directors may be compensated for services provided the Corporation shall have the right to employ and pay salaries to necessary personnel to perform the services required for the proper operation of the purposes of this Corporation. The Corporation has the right to maintain offices anywhere in the State of Florida. The forgoing powers are illustrative only and in no way limit the powers of the Corporation.

Article IV

Prohibitions

No part of the net earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation or any private individual. Members, directors, and officers of the Corporation may, however, receive reasonable compensation for services provided. 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 the publication and distribution of statement) any campaign on behalf of any candidate for public office.

Notwithstanding any other provisions 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 the corresponding provision of any future United States Internal Revenue law or (b) a corporation, contributions to which are deductible under the Internal Revenue Code of 186, or any other corresponding provision of any future United States Internal Revenue law, or the laws of the State of Florida as they now exist or may hereinafter be amended.

Article V

Membership. Qualification and Admission

The qualification of members and the manner of their admission shall be as follows:

Section 1.: Qualification

Any natural person over the age of eighteen (18), corporation, or organization, that has paid annual fees or equivalent in-kind service, as the Board of Directors may from year to year establish, and has satisfied such other membership requirements that are set, from time to time in the Bylaws, shall be eligible for membership in the Corporation. Any natural person, who shall not have attained the age of eighteen (18) years and has paid such annual fees as the Board of Directors shall from year to year establish and who have satisfied such other membership requirements as are established by the Bylaws, shall be eligible for junior membership in the Corporation.

Revised Section 2: Admission to Membership

Those natural persons, corporations, or organizations, which shall have satisfied the membership requirements established by the Bylaws of the Corporation, and paid their annual fees, shall be admitted to membership.

Section 3: Limits

There shall be no limit as to the number of members of the Corporation.

Section 4: Voting

Members may have voting rights in accordance with the Bylaws of the Corporation.

Article VI

Corporate Duration

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

Article VII

Principal Office/Registered Agent

The street address of the principal office of this Corporation is 3970 R.C.A. Boulevard, Suite 7009, Palm Beach Gardens, Palm Beach County, Florida 33410, and the name of the Registered Agent of the Corporation is Amy Smith, Esquire, Walton, Lantaff, Schroeder and Carson, 1645 Palm Beach Lakes Boulevard, #800, West Palm Beach, Florida 33401.

Article VIII

Board of Directors

Section 1:

The affairs of this Corporation shall be overseen by a Board of Directors. This Corporation shall have three Directors initially and may increase the number of directors from time to time in accordance with the Bylaws of the Corporation.

Section 2:

Members of the Board of Directors shall hold office in accordance with the Bylaws of the Corporation.

Article IX

Incorporators/Subscribers

The names and residences of the subscribers to these Articles are:

Dr. Raymond Underwood
268 Coco Plum Drive North
Jupiter, Florida 33458

Michael Kelly
One Old Meadow Way
Palm Beach Gardens, Florida 33418

H. R. Gonzalez, Jr.
117 Elsa Road
Jupiter, Florida 33477

Article X

Officers

Section 1: The officers of the Corporation shall be a President, a Secretary, a Treasurer, and such other officers as may be provided in the Bylaws.

Section 2: The officers shall be elected by the Board of Directors as provided in the Bylaws.

Section 3: The officers shall serve and their duties shall be set forth in the Bylaws of the Corporation.

Article XI

Bylaws

Section 1: The Board of Directors of the Corporation may provide for such Bylaws for the conduct of its business and the carrying out of its purposes, as they may deem necessary from time to time.

Section 2: Upon proper notice, the Bylaws may be amended, altered, or rescinded by a 75% vote of those members of the Board present at any regular meeting or any special meeting called for that purpose.

Article XII

Amendments

Section 1: These Articles of Incorporation may be amended at a special meeting of the Board of Directors for that purpose by the seventy-five percent (75%) vote of those present.

Section 2: Amendments to these Articles of Incorporation may also be made at a regular meeting of the Board of Directors upon notice given as provided by the Bylaws of intention to submit such amendments.

Article XIII

Affiliation

The Corporation shall be affiliated with Palm Beach Community church and shall look to the Church for guidance on matters of values, codes of ethics, and corporate culture.

Article XIV

Indemnification


Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonable incurred by or imposed upon them in connection with any proceeding or any settlement of a proceeding to which they may be a party or in which, or arising out of, which they may become involved by reason of being or having been a director or an officer of the Corporation, whether or not the director or officer is serving at the time such expenses are incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled under law. This indemnification shall apply except for acts of gross negligence or fraud by such officers or directors.

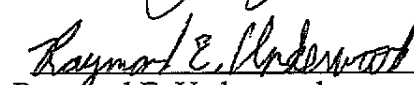
Article XV

Dissolution

In the event of dissolution, the residual assets of the Corporation shall be turned over to one or more organizations which are themselves exempt as organizations described in Section 170 and Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding sections of any future Internal Revenue Code or to the federal, state, or local government for exclusive public purposes. The last Board of Directors shall make the determination.

IN WITNESS THEREOF, the undersigned subscribing incorporators, who are also all of the members of the initial Board of Directors and are all of the officers of the Corporation have herein set our hands and seals this 21 day of SEPTEMBER, 2001, for the purpose of amending and restating the Articles of Incorporation of The Borland Center, Inc., a not-for-profit under the laws of the State of Florida.


H. R. Gonzalez, Jr.
President & Board Member


Raymond E. Underwood
V.P., Sec. & Board member


Michael Kelly
Treasurer & Board Member

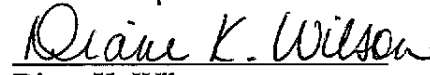
THE STATE OF FLORIDA)
COUNTY OF PALM BEACH) SS:

BEFORE ME, the undersigned authority, personally appeared Raymond E. Underwood, Michael Kelly, and H. R. Gonzalez, Jr. to me well known and known to be the persons described in and who executed the foregoing and acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 21st day of September, 2001



Diane Kaye Wilson
Commission # DD 038631
Expires August 17, 2005
Bonded Through
Atlantic Bonding Co., Inc.


Diane K. Wilson
NOTARY PUBLIC
State of Florida at Large
My Commission Expires:

Consent to action

At a meeting held on August 1, 2001, the Board of Directors of The Borland Center, Inc. took the following action.

WHEREAS, it is the desire of the corporation to amend and restate its Articles of Incorporation.

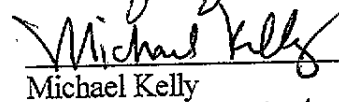
WHEREAS, The Board of Directors has full authority to amend and restate the Articles of Incorporation.

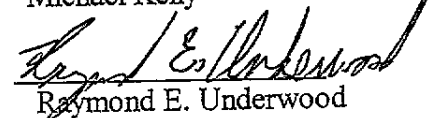
WHEREAS, the amended and restated Articles of Incorporation do not contain any amendments requiring member approval.

NOW THEREFORE, the Corporation herewith adopts the amended and restated Articles of Incorporation of this date and as executed by all of the members of the Board of Directors.

This Consent to action is approved by all of the members of the Board of Directors as indicated by their signatures below affixed.


H.R. Gonzalez, Jr.


Michael Kelly


Raymond E. Underwood