

Division of Corporations

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BASIC AMENDMENT

PALM BEACH COUNTY SCHOOL ADMINISTRATORS' EDUCATION A

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Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

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FLORIDA DEPARTMENT OF STATE
Ken Datzner
Secretary of State

February 6, 2003

PALM BEACH COUNTY SCHOOL ADMINISTRATORS' EDUCATION ASSO
240 W. 19TH STREET
RIVIERA BEACH, FL 33404US

SUBJECT: PALM BEACH COUNTY SCHOOL ADMINISTRATORS' EDUCATION ASSOCIATION,
INC.
REF: N02000003119

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ARTICLES OF AMENDMENT
FOR PALM BEACH COUNTY SCHOOL ADMINISTRATORS'
EDUCATION ASSOCIATION, INC.

Pursuant to Florida Statutes Section 617.1006, the Articles of Incorporation of the above-named nonprofit corporation are hereby amended as follows:

1. Article III shall be restated in its entirety to state:

ARTICLE III

The specific purpose for which this corporation is organized is to promote and preserve sound administrative practices in the public schools of Palm Beach County, stimulate and promote growth of its members, improve educational opportunities for all students in this county, state and nation.

This corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempt to influence legislation, except as provided in section 501(h) of the Internal Revenue Code of 1986, and the organization shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of this Article, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization 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) by an organization contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding

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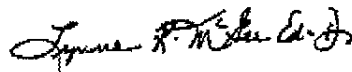
provision of any future United States Internal Revenue law).

The property of this corporation is irrevocably dedicated to section 501(c)(3) exempt purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person.

Upon the dissolution and winding up of the corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation, association, or corporation organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code and which has established its tax-exempt status under that section.

2. Pursuant to Section 617.006, Florida Statutes, the amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval. The amendment was adopted and effective on February 1, 2003.

Accordingly I have executed and adopted these Articles of Amendment on February 6, 2003.



LYNNE MCGEE, President