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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Palm Beach Police Foundation, Inc.

DOCUMENT NUMBER: N06000007713

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

Please return all correspondence concerning this matter to the following:

John Harrison Hough, Esq.

Name of Contact Person

Murphy Reid, LLP

Firm/ Company

11300 U.S. Highway One, Suite 401

Address

Palm Beach Gardens, FL 33408

City/ State and Zip Code

JHoughLaw@comcast.net

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

For further information concerning this matter, please call:

John Harrison Hough

Name of Contact Person

at (561)

655-4060

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is enclosed)

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MURPHY REID, L.L.P.

ATTORNEYS AT LAW

340 Royal Poinciana Way, Suite 339J
Palm Beach, Florida 33480
Tel. 561-655-4060 • Fax 561-832-5436

11300 U.S. Highway One, Suite 401
Palm Beach Gardens, Florida 33408
Tel. 561-355-8800 • Fax 561-832-5436

100 Vista Royale Boulevard
Vero Beach, Florida 32962
Tel. 772-567-6480 • Fax 772-562-0220

Please respond to Palm Beach Gardens office

ablair@murphyreid.com

September 28, 2010

Thelma Lewis, Document Specialist Supervisor
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Amendment
The Palm Beach Police Foundation, Inc.
Document No: N06000007713

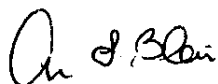
Dear Ms. Lewis:

We received a letter from you dated June 29, 2010, copy of which is enclosed, returning the restated articles for the above company. You requested a change in the language of the document.

Enclosed is the Amended and Restated Articles of Incorporation with the new language. Our firm's check in the amount of \$35.00 in payment of the filing fee was sent to your office on June 22, 2010 but was not returned to us with your letter.

Please file the amendment and send me proof of filing. You can contact me at 561-355-8800 if you have any questions or require additional information.

Sincerely,



Andrea L. Blair, CP, FCP, FRP
Certified Paralegal

Enclosures

J:\HH\Palm Beach Police Foundation\Ltr to CorpDiv - Amend Art of Inc - 09-28-10.doc

LENORA J. FOWLER • JOHN HARRISON HOUGH • KATHLEEN A. KADYSZEWSKI
GEORGE P. ORD^{*} • FRANK T. PILOTTE[†]

^{*} Board Certified Business Litigation and Civil Trial

[†] Board Certified Wills, Trusts and Estates Lawyer

Special Counsel: R. SCOTT BUIST, also admitted in New Jersey, Oklahoma and District of Columbia • LOIS REID CLEMENTE

EUGENE W. MURPHY, JR., Retired



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 29, 2010

JOHN HARRISON HOUGH, ESQ.
MURPHY REID, LLP
11300 U.S. HIGHWAY ONE, SUITE 401
PALM BEACH GARDENS, FL 33408

SUBJECT: THE PALM BEACH POLICE FOUNDATION, INC.
Ref. Number: N06000007713

We have received your document for THE PALM BEACH POLICE FOUNDATION, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If the Restated Articles were adopted by the directors and do not contain any amendments requiring member approval, a statement to that effect must be contained in the document.

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) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 110A00015861

RECEIVED
10 OCT -1 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MURPHY REID, L.L.P.

ATTORNEYS AT LAW

340 Royal Poinciana Way, Suite 339J
Palm Beach, Florida 33480
Tel. 561-655-4060 • Fax 561-832-5436

11300 U.S. Highway One, Suite 401
Palm Beach Gardens, Florida 33408
Tel. 561-355-8800 • Fax 561-832-5436

100 Vista Royale Boulevard
Vero Beach, Florida 32962
Tel. 772-567-6480 • Fax 772-562-0220

Please respond to Palm Beach Gardens office

ablair@murphyreid.com

June 22, 2010

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

Re: Articles of Amendment
The Palm Beach Police Foundation, Inc.
Document No: N06000007713

Dear Sir/Madam:

Enclosed are (i) the cover letter to the Amendment Section of the Division of Corporations with all pertinent information; (ii) the Amended and Restated Articles of Incorporation of The Palm Beach Police Foundation, Inc.; and (iii) our firm's check in the amount of \$35.00 in payment of the filing fee.

Please file the amendment and send me proof of filing. You can contact me at 561-355-8800 if you have any questions or require additional information.

Sincerely,



Andrea L. Blair, CP, FCP, FRP
Certified Paralegal

Enclosure

JHH\Palm Beach Police Foundation\ltr to CorpDiv - Amend Art of Inc - 06-22-10.doc

LENORA J. FOWLER • JOHN HARRISON HOUGH • KATHLEEN A. KADYSZEWSKI
GEORGE P. ORD* • FRANK T. PILOTTE†

* Board Certified Business Litigation and Civil Trial

† Board Certified Wills, Trusts and Estates Lawyer

Special Counsel: R. SCOTT BUIST, also admitted in New Jersey, Oklahoma and District of Columbia • LOIS REID CLEMENTE

EUGENE W. MURPHY, JR., Retired

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

FILED

OF

2010 OCT -1 P 2: 03

THE PALM BEACH POLICE FOUNDATION, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following are the Amended and Restated Articles of Incorporation of The Palm Beach Police Foundation adopted at the meeting of the Board of Directors on April 30, 2010. The Directors are authorized to adopt these articles and no member approval is necessary.

ARTICLE ONE - Name

The name of the Corporation is THE PALM BEACH POLICE FOUNDATION, INC.

ARTICLE TWO - Principal Office and Address

The address of the principal office of the Corporation is 139 North County Road, Suite 20C, Palm Beach, Florida 33480, and the mailing address of the Corporation is 139 North County Road, Suite 20C, Palm Beach, Florida 33480.

ARTICLE THREE - Purpose

The purposes for which the Corporation is formed are:

(a) The Corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under § 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public, by bequest, devise, gift, purchase or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom and the principal, or part thereof, for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive such property, real, personal and mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if to be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than an "exempt

organization" or for other than "exempt purposes" within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterward amended, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to § 501(c)(3) of the Internal Revenue Code of 1986, as now in force or later amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of Florida Statute Sections 617.01011 *et seq.* for charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers is in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its director, officers, or other private persons, 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 these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except that, if the Corporation so elects, it may make such expenditures in conformity with § 501(h) of the Internal Revenue Code) and the Corporation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under § 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 a corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(c) Included among the charitable and educational purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article Three, are the following:

- (i) lessening the burdens of government;
- (ii) defending human and civil rights secured by law;
- (iii) lessening neighborhood tensions;
- (iv) eliminating prejudice and discrimination; and
- (v) combating community deterioration and juvenile delinquency.

(d) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers earlier set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes of any part or parts thereof, provided the same are not inconsistent with the laws under which this corporation is organized.

ARTICLE FOUR – Members

The membership of the Corporation shall be open to all persons who are found to be interested in the purposes or objectives of this Corporation or its related activities. Members shall be elected to membership by majority vote of the Board of Directors of the Corporation. The rights, privileges, and obligations of the Members shall be determined by the Board of Directors from time to time as set forth in the Corporation's Bylaws.

ARTICLE FIVE – Directors

The affairs of the Corporation shall be managed by a Board of Directors, the number of Directors of which shall not be less than five (5) who shall be elected by the Board of Directors.

ARTICLE SIX – Registered Office and Agent

The registered office of the Corporation shall be 139 N. County Road, Suite 20C, Palm Beach, Florida 33480. The registered agent of the Corporation at that address shall be Fred Hess.

ARTICLE SEVEN – Incorporator

The name and residence address of the incorporator is:

John F. Scarpa	1676 South Ocean Boulevard
	Palm Beach, Florida 33480

ARTICLE EIGHT – Corporate Existence

Except as provided herein or by applicable law, the existence of the Corporation shall be perpetual.

ARTICLE NINE – Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, religious, scientific, educational, or such other exempt purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), or to a federal, state, or local government body to be used for exclusively public purposes as the Board of Directors shall determine.

ARTICLE TEN – Territory

The territory in which the operations of the Corporation are principally to be conducted is the Town of Palm Beach, Florida; however, the Corporation shall not be limited to such territory, but shall be limited to conduct its operations in the United States of America.

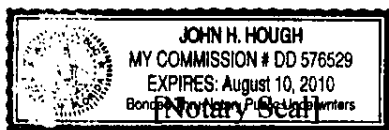
Adopted by the Board of Directors on April 30, 2010

Mike Steen
Secretary

State of Florida

County Palm Beach

The foregoing instrument was acknowledged before me this 30th day of April 2010, by Mike Steen, who is personally known to me [Yes] or [No] or who has produced _____ as identification.



Sign name: [Signature]
Print name: _____

My commission expires: _____
My commission number is: _____