

NO7000011842

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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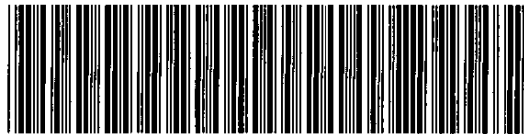
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FILED  
2008 FEB -1 PM 1:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Restart  
News  
2/1/08

**Law Offices of  
James A. Stuber**  
222 Lakeview Avenue  
Suite 160 #311  
West Palm Beach, FL 33401  
Tel (561) 820-9438  
Fax (561) 833-1534

January 31, 2008

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

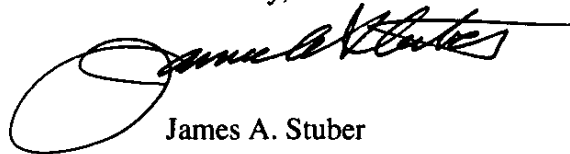
Re: Palm Beach County Tourism Promotion Institute, Inc.  
Doc#: N07000011842

Ladies and Gentlemen:

Per your request, we are resubmitting the restated articles of incorporation for the referenced corporation, with a revised certificate containing your requested revisions.

Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "James A. Stuber", with a large, stylized circular flourish on the left side.

James A. Stuber

Enclosures

**Law Offices of  
James A. Stuber**  
222 Lakeview Avenue  
Suite 160 #311  
West Palm Beach, FL 33401  
Tel (561) 820-9438  
Fax (561) 833-1534

January 9, 2008

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

Re: Palm Beach County Tourism Promotion Institute, Inc.  
Doc#: N07000011842

The enclosed articles of amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

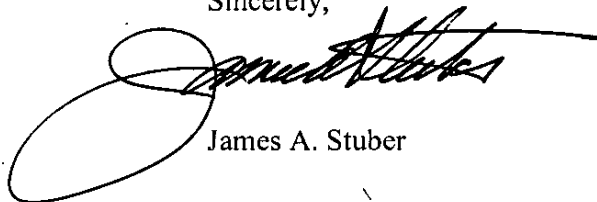
Ms. Gail Abbale  
Palm Beach County Convention & Visitors Bureau  
1555 Palm Beach Lakes Boulevard, Suite 800  
West Palm Beach, FL 33401

For further information regarding this matter, please call:

James A. Stuber at (561) 820-9438

Enclosed is a check in the amount of \$43.75 for filing fee and certificate of status.

Sincerely,

A handwritten signature in black ink, appearing to read "James A. Stuber", is written over a large, loopy circular flourish.

James A. Stuber

Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 23, 2008

JAMES A. STUBER, ESQ..  
222 LAKEVIEW AVENUE  
SUITE 160 #311  
WEST PALM BEACH, FL 33401

SUBJECT: PALM BEACH COUNTY TOURISM PROMOTION INSTITUTE, INC.  
Ref. Number: N07000011842

We have received your document for PALM BEACH COUNTY TOURISM PROMOTION INSTITUTE, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Nonprofit corporations do not have shareholders. Please remove any reference to shareholders from the document.

The document must state that there are no members or members entitled to vote.

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: 408A00004737

2008 FEB -1 AM 8:00  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**RESTATED ARTICLES OF INCORPORATION  
OF  
PALM BEACH COUNTY TOURISM PROMOTION INSTITUTE, INC.**

**ARTICLE I  
NAME**

The name of the corporation is: Palm Beach County Tourism Promotion Institute, Inc.

**ARTICLE II  
ADDRESS**

The principal address of the corporation is:

1555 Palm Beach Lakes Boulevard  
Suite 800  
West Palm Beach, FL 33401

The mailing address of the corporation is:

1555 Palm Beach Lakes Boulevard  
Suite 800  
West Palm Beach, FL 33401

**ARTICLE III  
REGISTERED AGENT AND OFFICE**

The name and Florida address of the registered agent of the corporation are:

Jorge Pesquera  
1555 Palm Beach Lakes Boulevard  
Suite 800  
West Palm Beach, FL 33401

**ARTICLE IV  
PURPOSE**

This corporation is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the corporation shall conduct, support, and promote education in the tourism and hospitality industry in Palm Beach County, Florida. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

**FILED**  
2000 FEB - 1 PM 1:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE V LIMITATIONS**

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.
4. The corporation shall not lend any of its assets to any officer or Director of this corporation, or guarantee to any person the payment of a loan by an officer or Director of this corporation.

## **ARTICLE VI DIRECTORS/MEMBERS**

The corporation shall have no voting members. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No Director shall have any right, title, or interest in or to any property of the corporation. The manner in which Directors are elected or appointed is as provided for in the bylaws of the corporation.

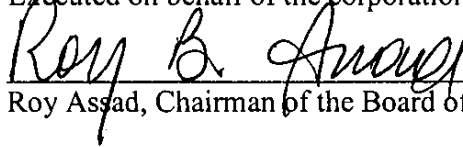
## **ARTICLE VII DEBT OBLIGATIONS AND PERSONAL LIABILITY**

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

## **ARTICLE VIII DISSOLUTION**

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Executed on behalf of the corporation:

A handwritten signature in cursive script, reading "Roy B. Assad", is written over a horizontal line.

Roy Assad, Chairman of the Board of Directors

**CERTIFICATE**  
to accompany  
Restated Articles of Incorporation of  
Palm Beach County Tourism Promotion Institute, Inc.

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida Not-for-Profit Corporation adopts the attached Restated Articles of Incorporation, containing certain amendments to the initial Articles of Incorporation of the corporation.

The Restated Articles of Incorporation were duly adopted on January 8, 2008 by the Board of Directors and there are no members.

Signature: \_\_\_\_\_

Roy Assad,

Chairman of the Board of Directors