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THE ROTARY CLUB OF THE NORTHERN PALM BEACHES, INC.

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

JAN 20 2017

TALBRITTON

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THE ROTARY CLUB OF THE NORTHERN PALM BEACHES, INC.

We, the undersigned, as President and Secretary of The Rotary Club of the Northern Palm Beaches, Inc., a Florida not for profit corporation, hereby acknowledge adoption of the following Amended and Restated Articles of Incorporation, pursuant to Chapter 617, Florida Statutes, the Florida Not For Profit Corporation Act, and certify that the adoption was pursuant to unanimous Resolutions of both the membership and Directors of The Rotary Club of the Northern Palm Beaches, Inc., duly adopted by sufficient votes on January 17, 2017, in pursuance of its Articles and Bylaws, in accordance with applicable Florida law:

ARTICLE I
NAME

The name of the corporation is The Rotary Club of the Northern Palm Beaches, Inc.

ARTICLE II
PURPOSES

The corporation is organized exclusively to perform the functions of, and to carry out the purposes of a Rotary Club under the auspices of Rotary International, including, but not limited to, promoting personal contact, commingling, and fellowship among its members. In furtherance of this purpose, this corporation may engage in any activity or business permitted for an organization qualified under §501(c)(7), Internal Revenue Code, as amended from time to time, and under the laws of the United States and the State of Florida, including the holding and administering of such funds as may be earned by it, or given to it by a governmental body, corporation, person or other entity, the disbursement of funds, except that no part of the income or assets of the corporation shall be distributable to, nor inure to the benefit of, its members, directors or officers, except as provided in §617.011(1) with regards to payment of reasonable compensation for services actually rendered.

ARTICLE III

DURATION

This corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE IV
MEMBERSHIP QUALIFICATIONS

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The qualifications for members, their manner of admission and their classification(s), if any, shall be as set forth in the Bylaws of this corporation, except that under no circumstances shall there be any unlawful discrimination under such Bylaws.

ARTICLE V
ADDRESS AND REGISTERED AGENT

The principal address of the corporation shall be as established from time to time by resolution of the Board of Directors and the mailing address of the corporation shall be P.O. Box 31315, North Palm Beach, Florida 33420-1315. The street address of the registered office of this corporation is 5606 PMA Boulevard, Suite 211, Palm Beach Gardens, Florida 33418. The registered agent at that address is: FREDERIC T. DeHON, JR., P.A.

ARTICLE VI
DIRECTORS

This corporation shall have at least three (3) directors, elected for one year terms at each annual meeting of the members. The number of directors may be increased or diminished from time to time according to the Bylaws, but at no time shall it be decreased to less than three (3).

The names and addresses of the current directors are:

<u>NAME</u>	<u>ADDRESS</u>
Kelly Davis	P.O. Box 31315, North Palm Beach, Florida 33420-1315
F. T. DeHon, Jr.	P.O. Box 31315, North Palm Beach, Florida 33420-1315
Dwight Drum	P.O. Box 31315, North Palm Beach, Florida 33420-1315
Pete Rhoden	P.O. Box 31315, North Palm Beach, Florida 33420-1315
Jeff Chandler	P.O. Box 31315, North Palm Beach, Florida 33420-1315
Chris Bauchman	P.O. Box 31315, North Palm Beach, Florida 33420-1315
Mike Eyerman	P.O. Box 31315, North Palm Beach, Florida 33420-1315
Carol Sutton	P.O. Box 31315, North Palm Beach, Florida 33420-1315

ARTICLE VII
INCORPORATORS

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Corporate Creations International, Inc.	11380 Prosperity Farms Road, #221E Palm Beach Gardens, Florida 33410

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ARTICLE VIII
BYLAWS

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with these Articles, the laws of the State of Florida or the United States of America. The Board of Directors is expressly authorized, without the assent of the members, to add to, delete from, or otherwise amend the Bylaws of the corporation.

ARTICLE IX
INDEMNIFICATION AND LIMITATION OF LIABILITY

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the members shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever.

ARTICLE X
DISTRIBUTIONS ON DISSOLUTION

On any dissolution or termination of the corporation, except involuntary or administrative dissolution, or on any liquidation of the corporation's assets, none of such assets shall be distributed to any member, officer or director of this corporation. Should The Rotary Club of the Northern Palm Beaches, Inc., cease to exist or liquidate, the directors shall adopt a plan of distribution in accordance with the provisions of §617.1406(3)(a)(b) and (c) with all assets distributed to either creditors, persons entitled to their return, or a §501(c)(3) organization affiliated with Rotary International.

ARTICLE XI
AMENDMENTS

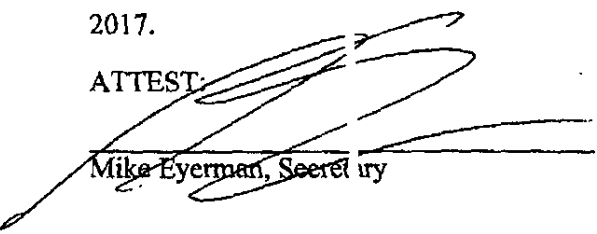
The corporation reserves the right to amend, add to or repeal any and all provisions contained in these Articles of Incorporation in the manner consistent with law and in conformity with provisions set forth in the Bylaws.

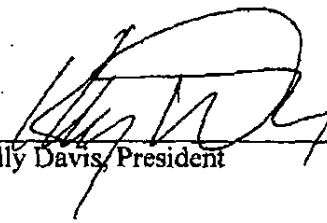
IN WITNESS WHEREOF, we the undersigned President and Secretary of the corporation, under authority of Resolution adopted by the corporation membership and Board of Directors, and in conformance with the procedures set forth in Chapter 617, Florida Statutes (2016), for the purpose

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of amending and restating the corporation's Articles of Incorporation, hereby declare and certify that the facts herein stated are true and hereunto set our hands and seals this 18 day of January, 2017.

ATTEST:


 Mike Eyerman, Secretary


 Kelly Davis, President

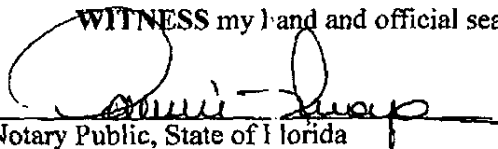
(CORPORATE SEAL)

STATE OF FLORIDA

ss.

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments in the State and County aforesaid, personally appeared, Kelly Davis, as President, ☐ to me well known, or ☒ identified to me by FL Drivers License, and Mike Eyerman, as Secretary of The Rotary Club of the Northern Palm Beaches, Inc., ☐ to me well known, or ☒ identified to me by FL Drivers License, to be the persons described in and who executed the foregoing instrument and, being first duly sworn, they acknowledged to and before me that they executed the same freely and voluntarily for the purposes therein expressed pursuant to duly adopted corporate resolution.

WITNESS my hand and official seal this 18 day of January, 2017.

 Notary Public, State of Florida
 Notary's Printed Name
 My Commission expires
 My Commission number:


(NOTARY SEAL)

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, I hereby accept to act in this capacity, agree to comply with the provisions of §48.091, Fla. Stat., relative to keeping open said office, and state that I am familiar with the provisions of §§107.0501, et seq., Fla. Stat., and I accept the obligations thereof.

FREDERICK T. DeHON, JR., P.A., Registered Agent

By:


 Frederic T. DeHon, Jr., President