

N10000004680

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

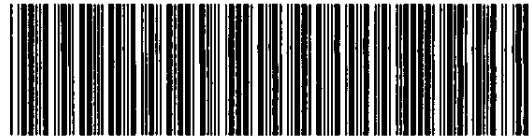
(Business Entity Name)

(Document Number)

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*Amended
& Restated*

03/18/13--01045--012 \$52.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2013 MAR 18 PM 4:18

FILED

*Sarah Martin
& Cathy Balestrerie
gave permission to
write our reference
to DBA*

*BJR
3/21/13*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Delray Beach Downtown Marketing Cooperative, Inc.

DOCUMENT NUMBER: N10000004680

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

Please return all correspondence concerning this matter to the following:

Sarah Martin

(Name of Contact Person)

Delray Beach Downtown Marketing Cooperative, Inc.

(Firm/ Company)

64 A SE 5th Avenue

(Address)

Delray Beach, FL 33483

(City/ State and Zip Code)

smartin@delraybeach.com

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

For further information concerning this matter, please call:

Cathy Balestrerie

at (561) 306-6378

(Name of Contact Person)

(Area Code & Daytime Telephone Number)

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

- | | | | |
|------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$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

FILED

2013 MAR 18 PM 4:18

Amended 12/2012
TALLAHASSEE, FLORIDA

10

**AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
DELRAY BEACH DOWNTOWN MARKETING COOPERATIVE, INC.
(A Corporation Not For Profit)**

We, the undersigned, do hereby associate ourselves together for the purpose of forming a corporation not for profit pursuant to and under the provisions of Chapter 617, Florida Statutes.

ARTICLE I. NAME

The name of this Corporation is DELRAY BEACH DOWNTOWN MARKETING COOPERATIVE, INC., and its principal administrative location shall be at 64 S.E. 5th Avenue, Delray Beach, Palm Beach County, Florida 33483.

ARTICLE II. PURPOSE AND POWERS

Section 2.1 Purpose. The purpose of the Cooperative is to provide an environment for open communication, and coordination of events, activities, and promotions to develop, promote and protect the agricultural, commercial, professional, cultural, residential, and general business interests of downtown Delray Beach area, to be beneficial to the community and area.

Notwithstanding any other provisions of these articles, the Corporation is organized exclusively for one or more of the purposes as specified in §501(c) (6) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC §501(c) (6) or corresponding provisions of any subsequent Federal tax laws. No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporation assets on dissolution of the corporation.

No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation or participating in, or intervening in (including the publication or distribution of

statements) any political campaign on behalf of any candidates for public office.

In the event of dissolution, all the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRC §501(c)(6) or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose.

Section 2.2 Powers. In furtherance, but not in limitation, of the foregoing charitable purposes, the Corporation shall have the following powers:

- a. To raise or solicit funds in furtherance of its charitable purposes and to support, sponsor, plan or carry out any promotions, events or activities that develop, promote, support or enhance the commercial, professional, cultural, residential and general interests of the community.
- b. To do such things as are incidental to the foregoing purposes and powers.
- c. The Corporation shall have all of the powers of a not-for-profit corporation under Chapter 617 and 607 of the Florida Statutes, as amended from time to time.

ARTICLE III. MEMBERSHIP

The Corporation shall not have membership.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence, unless dissolved according to law; provided, however, that upon such dissolution of this corporation, the assets of this corporation shall be distributed as hereinafter provided.

ARTICLE V. PRINCIPAL OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 64 S.E. 5th Avenue, Delray Beach, Florida 33483, and the name of the initial registered agent of this corporation is SARAH MARTIN whose address is 64 SE 5th Avenue, Delray Beach, FL 33483.

ARTICLE VI. NON-STOCK CORPORATION

The corporation shall have no stock and no dividends shall be declared or paid.

ARTICLE VII. MEMBERS/DIRECTORS

- a. Powers. All Corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors.
- b. Numbers. The affairs of this Corporation shall be conducted by a Board of Directors, the number of which shall be determined from time to time in accordance with the By-laws be shall never be less than

three (3) voting members. Notwithstanding the maximum number of directors permitted under the By-laws, it is the declared intention of the Corporation, that the number of directors be no larger than minimally necessary in order to properly carry on the activities of the Corporation.

c. Election, Removal. Directors shall be elected or removed in accordance with the procedure provided in the By-laws.

d. Compensation. Directors shall not be compensated for serving in their positions.

e. Resignation. Directors shall resign in accordance with the procedure provided in the By-laws.

f. Initial Directors. The names and addresses of the initial directors to hold office until the first annual meeting of members and/or until their successors shall have been elected and qualified are as follows:

1. Brian Cheslack
Chairman of the Board of the Greater Delray Beach
Chamber of Commerce
c/o 64 S.E. 5th Avenue
Delray Beach, FL 33483
2. Fran Marincola
Chairman of the Downtown Development Authority
of Delray Beach
c/o 190 SE 5th Avenue
Delray Beach, FL 33483
3. Howard Lewis
Chairman of the Community Redevelopment Agency
of Delray Beach
190 S.E. 5th Avenue
Delray Beach, FL 33483
4. Thomas F. Carney, Jr.
Mayor
City of Delray Beach
100 N.W. 1st Avenue
Delray Beach, FL 33444

ARTICLE VIII. BYLAWS

Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Not-For-Profit Corporation Act described above, concerning corporate action that must be authorized or approved by the members of the corporation, the By-laws of this corporation may be made, altered, rescinded, added to, or new bylaws may be

adopted, by following the procedure set forth in the By-Laws. The By-laws of the corporation shall be made, altered or rescinded by the majority vote of the Board of Directors.

ARTICLE IX. AMENDMENTS

Amendments to these articles of incorporation may be adopted by a vote of at least two thirds of the Board of Directors.

ARTICLE X. OFFICERS

The Corporation shall have the following officers: President, Vice President, Secretary and Treasurer. Two (2) or more of the above offices may be held by the same person. The Board of Directors shall select a Chairman from among its members, who shall also serve as President. The Board shall select persons to hold the remaining offices. Terms of the office shall be the same as the terms for the Directors as established in the corporate By-laws.

ARTICLE XI. LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Article Two hereof. 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 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 section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

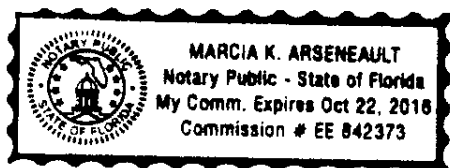
ARTICLE XII. DISTRIBUTION UPON DISSOLUTION

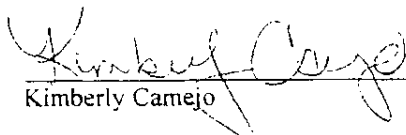
If the Corporation is dissolved, any residual assets of this Corporation will be distributive for one or more exempt purpose or purposes specified in Section 501(c) (6) of the Code or corresponding sections of any future Internal Revenue law of the United States, or the Authority, or to the Federal, or the Florida State, or local government for exclusively public purposes. 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.

ARTICLE XIII. INDEMNIFICATION

The Corporation may, by resolution of the Board of Directors, provide for indemnification by the Corporation of any and all of its Directors and employees or former directors and employees, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors or employees of the Corporation, except in relation to matter as to which such director or employees shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty, actions beyond the scope of authority, and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

IN WITNESS WHEREOF, the undersigned incorporators, directors and registered agent have executed these Articles of Incorporation, this 19th day of December, 2012.



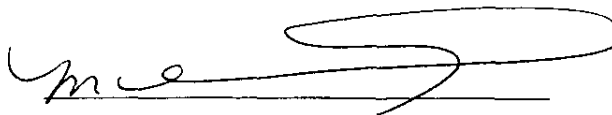

Kimberly Camejo

Chair, of the Greater Delray Beach Chamber of
Commerce

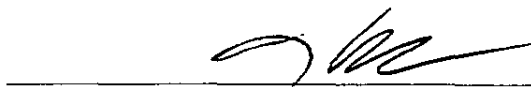
STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 19th day
of December, 2012 by Kimberly Camejo, Chair, of the Greater Delray Beach Chamber of Commerce who is

personally known to me or who has produced _____ type of identification.



Signature of Notary Public -- State of Florida



Howard Lewis

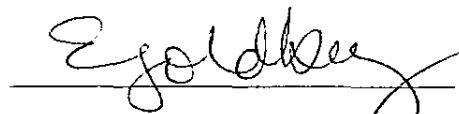
Chairman, of Delray Beach Community Redevelopment Agency

STATE OF FLORIDA

COUNTY OF PALM BEACH

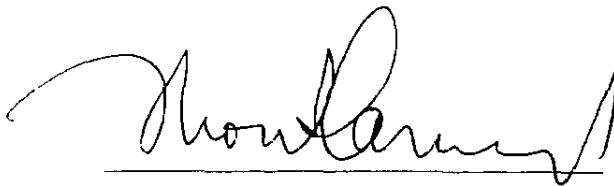
The foregoing instrument was acknowledged before me the 13 day of Dec, 2012, by Howard Lewis, Chair of the Delray Beach Community Redevelopment Agency, who is personally known to me or who has produced _____ (type of identification).

NOTARY PUBLIC-STATE OF FLORIDA
Elizabeth Goldberg
Commission #DD867552
Expires: APR. 26, 2013
BONDED THRU ATLANTIC BONDING CO., INC.


Signature of Notary Public - State of Florida


Approved as to form and
legal sufficiency:

By: 
City Attorney



MAYOR: THOMAS F. CARNEY, JR.

City of Delray Beach

Attest: 
City Clerk

STATE OF FLORIDA

COUNT OF PALM BEACH

The foregoing instrument was acknowledged before me this 16th day of January 2013
by THOMAS F. CARNEY, JR. as Mayor of the City of Delray Beach who is personally known to me or who has produced
_____. (type of identification.).



Kimberly M. Wynn

Signature of Notary Public - State of Florida

ACCEPTANCE OF REGISTERED AGENT

FOR

DELRAY BEACH DOWNTOWN MARKETING COOPERATIVE, INC. d/b/a DELRAY
BEACH MARKETING COOPERATIVE

Having been named as a Registered Agent and to accept service of process for the above
stated Corporation. at the place designated in this certificate. I hereby accept the appointment as
Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of
the Florida Statutes relating to the proper and complete performance of my duties, and I am familiar
with and accept the obligations of my position as Registered Agent.

Sarah Martin

SARAH MARTIN, REGISTERED AGENT

DATED THIS 9th DAY OF January, 2013

Articles of Amendment
to
Articles of Incorporation
of

Delray Beach Downtown Marketing Cooperative, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N10000004680

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

N/A

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

N/A

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

N/A

(Florida street address)

New Registered Office Address:

(City)

, Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

N/A

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation. Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	<u>N/A</u>	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	<u>N/A</u>	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	<u>N/A</u>	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	<u>N/A</u>	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	<u>N/A</u>	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	<u>N/A</u>	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

The Annual Report was filed with Sunbiz.org on February 27, 2013. The Annual report filing included the new
and removed board members and registered agent.

The changes for the Articles of Incorporation include the following:

1. Removal of the Delray Beach Downtown Development Authority (DDA) as a partner
2. Removal of the DDA's voting rights and respective board member
3. Clarification of the DBDMC's voting make-up (3 voting members instead of 4)

The date of each amendment(s) adoption: December 16th, 2012

Effective date if applicable:

effective immediately
(no more than 90 days after amendment file date)

Adoption of Amendment(s)

(CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated February 28th, 2013

Signature

Sarah Martin

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Sarah Martin

(Typed or printed name of person signing)

Executive Director/Registered Agent

(Title of person signing)