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YOUNG PROFESSIONALS OF WELLINGTON INC**

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**OF**

**YOUNG PROFESSIONALS OF WELLINGTON INC.**

Pursuant to the provisions of Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act, the undersigned corporation hereby adopts the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is:  
**YOUNG PROFESSIONALS OF WELLINGTON INC.**
2. The Document Number of the corporation is: N13000006611
3. The text of the corporation's Amended and Restated Articles of Incorporation is as follows:

**ARTICLE I  
NAME**

The name of this corporation is:

**YOUNG PROFESSIONALS OF WELLINGTON INC.**

(the "Corporation").

**ARTICLE II  
PURPOSES**

The purposes for which the Corporation is organized are:

To identify, develop and engage the next generation of leadership in the town of Wellington, Florida, by increasing community awareness and promoting the social and economic interest of the town; and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, educational, literary or scientific purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as

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amended<sup>1</sup>. The activities of the Corporation shall be consistent with Section 501(c)(3).

In furtherance of the foregoing, the Corporation shall be authorized:

a. To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership.

b. To receive assistance, money, real or personal property and any other form of contributions, gifts, bequests or devises from any person, firm or corporation, to be utilized in the furtherance of the objects and purposes of this Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes.

c. To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the Board of Directors, and pay reasonable compensation for the services of such persons.

d. To distribute, in the manner, form and method, and by the means determined by the Board of Directors of this Corporation, any and all forms of contributions or other funds received by it in carrying out charitable, educational, and scientific, programs of the Corporation in furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes.

e. To contract and be contracted with, and to sue and be sued.

f. To invest and reinvest surplus funds in such securities and properties as the Board of Directors may from time to time determine.

g. To adopt and use a corporation seal containing the words "corporation not for profit", if desired and deemed necessary; but this shall not be compulsory unless required by law.

h. To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits, of the laws of the State of Florida applicable to

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<sup>1</sup> Unless otherwise noted, all references are to the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

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corporations of this character, including but not limited to the powers described in Section 617.021 of the Florida Statutes.

i. All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.

j. Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the charitable, educational, literary and scientific purposes for which this Corporation is formed.

ARTICLE III  
MEMBERSHIP

The Corporation shall have members.

ARTICLE IV  
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V  
DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the directors of a Board of Directors. The conditions of election to the Board of Directors and the number of directors (which number shall not be less than 3 nor more than 18) shall be as provided in the bylaws. The initial Directors, who are to serve until the first election thereof, are:

<u>Name</u>	<u>Address</u>
Kevin Shapiro	3222 Commerce Place West Palm Beach, FL 33407
Meg Krueger	14440 Pierson Road Wellington, FL 33414
Michael Drahos	11910 Osprey Pointe Circle Wellington, FL 33409

ARTICLE VI  
OFFICERS

The officers of the Corporation shall include a President, Secretary and Treasurer. Other officers may be established or appointed by the Board of Directors as it may deem appropriate. The

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qualification, time and manner of election or appointment, the duties, terms of office, and manner of removing officers shall be as set forth in the Corporation's By-Laws.

The names and addresses of the officers, who shall serve in the capacities indicated for the ensuing year or until their successors are elected and have qualified, whichever occurs sooner, are as follows:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Kevin Shapiro	3222 Commerce Place West Palm Beach, FL 33407	President
Meg Krueger	14440 Pierson Road Wellington, FL 33414	Vice President
Michael Drahos	11910 Osprey Pointe Circle Wellington, FL 33409	Secretary/Treasurer & General Counsel

#### ARTICLE VII REGISTERED AGENT

The registered office of the Corporation is 3222 Commerce Place, West Palm Beach, FL 33407, and the registered agent of the Corporation at that address is Kevin Shapiro.

#### ARTICLE VIII DIRECTORS' AND OFFICERS' COMPENSATION AND INDEMNIFICATION

8.1. Compensation. A Director of the Corporation shall not receive compensation, directly or indirectly, for services as a Director. An Officer of the Corporation shall not receive compensation, directly or indirectly, for services as an Officer unless employed by the Board of Directors as: (i) a member of the administrative staff of the Corporation, or (ii) for compensable services rendered in other capacities. These prohibitions shall not preclude reimbursement of a Director, Officer, or duly appointed committee member for expenses or advances made for the Corporation that are reasonable in character and amount not for compensable services rendered in other capacities and approved for payment in the manner provided by the Bylaws.

8.2. Indemnification. Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably (including any appeal thereof) incurred by or imposed in connection with any proceeding or any settlement of any proceeding to which a Director or Officer may be a party or may become involved by reason of being or having been a Director or Officer of the Corporation, whether or not a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of or liable for willful misfeasance or malfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply

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only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled. Appropriate liability insurance shall be provided for every Officer, Director and agent of the Corporation in amounts determined from time to time by the Board of Directors.

8.3. Interest of Directors and Officers in Contracts. Any contract, whether for compensation or otherwise, or other transactions between the Corporation and one or more of its Directors or Officers, or between the Corporation and any firm of which one or more of its Directors or Officers are stockholders or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its Directors or Officers are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors, Officer or Officers, at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known in writing to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by vote of majority of the Directors present, such interested Director or Directors, Officer or Officers to be counted in determining whether a quorum is present but not be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

#### ARTICLE IX CHARITABLE LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the members (if any), directors, or officers of the Corporation, or to any other private person; Nor shall the Corporation's assets or earnings be expended for the benefit of anyone other than a recipient of funds for charitable, educational, literary or scientific purposes; it being intended that all such earnings and assets shall be used and expended solely for the purposes stated in Section 501(c)(3) of the Internal Revenue Code. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth herein.

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 any candidate for public office.

In the event that the Corporation is characterized as a private foundation within the meaning of Section 509, the Corporation, during the period of such characterization:

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Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942;

Shall not engage in any act of self-dealing as defined in Section 4941(d);

Shall not retain any excess business holdings as defined in Section 4943(c);

Shall not make any investments in such manner as to subject it to tax under Section 4944; and

Shall not make any taxable expenditures as defined in Section 4945(d).

Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3).

#### ARTICLE X DISPOSITION OF ASSETS

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to such organizations which are exempt under Section 501(c)(3) as are engaged in activities of the type described in Article II above, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court 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 XI BYLAWS: AMENDMENTS

The power to adopt, alter, amend or repeal the bylaws of the Corporation shall be vested in the Directors in accordance with the provisions of the bylaws.

#### ARTICLE XII PRINCIPAL MAILING ADDRESS

The principal office and mailing address of the Corporation is:

11924 Forest Hill Blvd., Suite 10A-175  
Wellington, FL 33414.

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4. The foregoing Amended and Restated Articles of Incorporation were adopted by all of the members and directors of the corporation on AUGUST 14<sup>th</sup>, 2014, in the manner prescribed by Section 617.1002 of the Florida Not For Profit Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 14 day of AUGUST, 2014.



Kevin Shapiro, as President

  
LILIA PARKER

LILIA ROSA PARKER  
MY COMMISSION # FF 098744  
EXPIRES: March 10, 2018  
Revised Thru Budget History Service

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**CERTIFICATE DESIGNATING RESIDENT AGENT  
AND REGISTERED OFFICE**

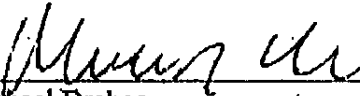
In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.




**DESIGNATION**

YOUNG PROFESSIONALS OF WELLINGTON, INC. hereby designates Michael Drahos as its registered agent and 515 N. Flagler Drive, Suite 2100, West Palm Beach, Florida 33401, as its registered office.

**ACCEPTANCE**

Having been named as registered agent for the above-named corporation at the place designated in these Amended and Restated Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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.

  
\_\_\_\_\_  
Michael Drahos  
Registered Agent

  
  
  
LILIA ROSA PARKER  
MY COMMISSION # FF 088744  
EXPIRES: March 10, 2018  
Bonded Three Budget Notary Services

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