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

RE: SOUTH PALM BEACH COUNTY COLLABORATIVE LAW GROUP, INC.

DOCUMENT NUMBER N14000000197

Gentlemen:

Enclosed please find the Amended Articles of Incorporation of South Palm Beach County Collaborative Law Group, Inc. a Florida Not for Profit Corporation, for filing. Also enclosed is check of Furr & Cohen, P.A.made payable to the Florida Department of State in the sum of \$35.00 for the filing fee. We do not need a certified copy or certificate of status.

Thank you for your attention to this matter.

Very truly yours.

Charles I. Cohen, Acting President and Incorporator of South Palm County Collaborative Law Group,

Inc.

Email: ccohen@furrcohen.com

CIC/dab Enclosures

APPROVED AND FILED

14 MAR -4 PM 4:50

AMENDED ARTICLES OF INCORPORATION OF SECRETARY OF STAFF. SOUTH PALM BEACH COUNTY COLLABORATIVE LAW GROUP INC. PLOYING A FLORIDA NOT FOR PROFIT CORPORATION N/14000000/197

ARTICLE I NAME

The name of the Corporation is SOUTH PALM BEACH COUNTY COLLABORATIVE LAW GROUP, INC.

ARTICLE II DURATION

The term of existence of the Corporation is perpetual, and the corporate existence will commence on the filing of these Articles by the Department of State.

ARTICLE III PURPOSE

The Corporation is organized to receive a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations set forth, to use and apply the whole or any party of the income therefrom and the principal thereof exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational 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 and its Regulations as they now exist or as they may hereinafter be amended. Specifically, the Corporation shall promote and educate professionals, including attorneys, accountants, and financial advisers, insurance advisers and health care professionals and the general public in the area of collaborative law and the development of non-adversarial resolutions to conflicts in divorce, family planning, guardianship and family law by sponsoring and holding training programs, seminars, conferences, lectures and workshops, preparing handbooks and or manuals and by engaging in other activities reasonably related to the area of collaborative law.

- (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, trustee, director, or 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, director, or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.
- (b) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501(h), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

- (c) Notwithstanding any other provisions of these articles of incorporation, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- (d) The Corporation shall distribute its income, if any, for each taxable year at such time and in such manner as not to become subject to undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.
- (e) In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to organizations which qualify as tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.
- (f) Not withstanding any other provisions of these articles of incorporation, neither the Corporation nor any member, trustee, director, officer, or private individual shall engage in any act of self-dealing as defined in Section 4941 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor fail to distribute an amount of income required to avoid incurring tax liability under Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of subsequent federal tax laws; nor retain any excess business holdings as defined in Section 4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor make any investment in such a manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws; nor make any taxable expenditures as defined in Section 4945 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE IV DIRECTORS

There shall be not less than three (3) members of the Board of Directors of the Corporation and not more than seven (7). Directors may be elected from time to time by the majority vote of Directors then serving.

The names and addresses of the persons who are to serve as Directors until the first election thereof, as appointed by the Incorporator, are as follows:

Title: Director Charles I. Cohen 2255 Glades Road, Suite 337W Boca Raton, FL 33431 Title: Director Sheila C. Furr 21301 Powerline Road, Suite 209 Boca Raton, FL 33433

Title: Director Kim Nutter 2255 Glades Road, Suite 340W Hialeah, FL 33431

Title: Director Julia Wyda 7777 Glades Road, Suite 400 Boca Raton, FL 33434

Title: Vice President DeAdra Gibson Slowly 17040 SW 39th Court Miramar, FL 33027

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this Corporation authorize the Board to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE V PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of the Corporation shall be at 2255 Glades Road, Suite 337W, Boca Raton, FL 33431.

ARTICLE VI REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be located at 2255 Glades Road, Suite 337W, Boca Raton, FL 33431. The initial registered agent of the Corporation at that address shall be Furr and Cohen, P.A.

ARTICLE VII

<u>MEMBERSHIP</u>

Unless otherwise provided in the Corporation's Bylaws, the Corporation shall not have any members, and shall be considered a non-membership organization.

ARTICLE VIII MEMBERSHIP CONTROL

The Corporation shall be governed by its Board of Directors; the Directors of which shall serve for a period to two (2) years, unless sooner removed by their own resignation or by the majority vote of a quorum of the Board of Directors. The Board of Directors may, however, delegate so much of its authority to officers of the Corporation, committees composed of members, if any, Directors, officers, or individuals, or any combination thereof, as it deems advisable to fulfill its tax exempt purposes. The Corporation shall adopt reasonable rules and regulations concerning eligibility for Membership of the Corporation and Membership fees and dues and the Corporation's Members shall elect the Board of Directors of the Corporation in accordance with Bylaws adopted by the Corporation.

ARTICLE IX NONSTOCK CORPORATION

The Corporation shall be considered organized on a nonstock basis, and, therefore, certificates of shares of stock in the Corporation shall not be issued.

ARTICLE X BYLAWS

The first Bylaws of the Corporation will be adopted by the Board of Directors named herein. Upon proper notice, the Bylaws may be amended, altered, or rescinded by the affirmative vote of fifty-one (51%) percent of the Board of Directors.

ARTICLE XI AMENDMENTS

These articles of Incorporation may be amended at any meeting of the Board of Directors, by the affirmative vote of fifty-one (51%) percent of its members, at any regular meeting or at any special meeting called for that purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting in which they are to be considered.

There are no members of the Corporation and this Amendment was unanimously approved by the Members of the Board of Directors of the Corporation by unanimous consent on the March, 2014.

APPROVE: AND FILED

14 MAR -4 PM 4:50

-SECRETARY OF STATE TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the Acting President and Incorporator of the Corporation, in accordance with the approval of the Members of the Board of Directors on the 32 day of March 2014, signed this Amendment on the 32 day of March, 2014.

Charles I. Cohen, Acting President and

Incorporator