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STATE OF FLORIDA
TALLAHASSEE, FL

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 6, 2019

COGENCY GLOBAL INC.
WEST PALM BEACH CENTER FOR ARTS &
TECHNOLOGY, INC.

SUBJECT: WEST PALM BEACH CENTER FOR ARTS & TECHNOLOGY, INC.
Ref. Number: N18000011819

We have received your document . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The designation of the registered agent must be at a Florida street address.

PLEASE REMOVE THE TITLE "ARTICLE IX" ON PAGE 5.

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) 245-6050.

Susan Tallent
Regulatory Specialist II

Letter Number: 119A00016031

*Please retain the original
date of submission.
8.5.2019*

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REC'D INFO

ST



115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: 120000000088

Date: 08/05/2019

Name: Merritt Walker

Reference #: 1115027

Entity Name: WEST PALM BEACH CENTER FOR ARTS & TECHNOLOGY, INC.

☐ Articles of Incorporation/Authorization to Transact Business

☒ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

Authorized Amount: \$35

Signature: WW

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WEST PALM BEACH CENTER FOR ARTS & TECHNOLOGY, INC.**

The Articles of Incorporation of West Palm Beach Center for Arts & Technology, Inc., a Florida not-for-profit corporation, are hereby amended and restated as follows:

**ARTICLE I
NAME**

The name of the corporation is West Palm Beach Center for Arts & Technology, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS; MAILING ADDRESS**

The principal place of business of the Corporation is as follows:

401 Clematis Street
West Palm Beach, Florida 33401

The mailing address of the Corporation is as follows:

P.O. Box 1015
West Palm Beach, Florida 33402

**ARTICLE III
PURPOSE**

The Corporation is formed exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). In particular, the Corporation shall promote the replication of youth arts and adult career education programs primarily targeted toward at-risk youth and economically disadvantaged and underserved adults and recent high school graduates.

**ARTICLE IV
MANNER OF ELECTION**

The term of office, manner of selection and election, and qualifications and rights of the directors of the Corporation shall be determined in accordance with the Bylaws of the Corporation.

**ARTICLE V
DIRECTORS**

To the extent provided in the Bylaws of the Corporation from time to time, the control and management of the affairs of the Corporation and of the disposition of its funds and property

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FLORIDA

shall be vested in the Board of Directors. The number of directors, the term of office, manner of selection and election, and qualifications and rights shall be determined in accordance with the Bylaws of the Corporation from time to time in force.

ARTICLE VI **REGISTERED AGENT**

The name and Florida street address of the registered agent is as follows:

Don Chester
401 Clematis Street
West Palm Beach, Florida 33402

ARTICLE VII **NO VOTING MEMBERS**

The Corporation will not have voting members. The entire voting power for all purposes shall rest on the Board of Directors. The Corporation shall have no capital stock or stockholders.

ARTICLE VIII **DURATION**

The Corporation shall have a perpetual existence.

ARTICLE IX **POWERS**

In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions in Article X, the Corporation shall have and may exercise all such powers as are expressly or impliedly conferred upon not-for-profit corporations organized under the laws of the State of Florida, except as limited by these Articles of Incorporation and including, without limiting the generality of the foregoing, the powers:

A. Without limit as to amounts, to accept, acquire, receive, take and hold by bequest, devise, grant, gift or contribution, for any of its objects and purposes, any property, real and personal, of whatever kind, nature or description, and wherever situated, subject, with respect to each thereof, to such conditions and limitations, if any, as may be attached thereto or imposed thereon, and to obligate itself to perform and execute any and all such conditions and limitations, provided always that such conditions and limitations do not conflict with the objects and purposes of the Corporation herein stated.

B. To purchase, take on lease, or otherwise acquire, and to mortgage, lease, sell, exchange, transfer or otherwise dispose of both real and personal property of every kind and description, and any interest in any property, and to exercise in respect of any and all property any and all rights and privileges of ownership, provided that any such action shall not conflict with the objects and purposes of the Corporation herein stated.

C. To invest and reinvest the funds of the Corporation in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as the Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift.

D. To enter into, make, perform and carry out any contracts or agreements for any purposes or objects herein set forth, without limit as to amount, with any individual, firm, association, governmental agency, corporation or entity.

E. To exercise such other powers, conducive to the attainment of the objects and purposes of the Corporation, which are now or hereafter may be conferred by law upon a corporation organized for the objects and purposes herein set forth.

F. To do any act suitable and proper in the accomplishment of the purposes or the attainment of the objects or the furtherance of the powers herein set forth, whether alone or in association with other corporations, firms or individuals, or otherwise.

G. To do every other act or acts incidental or appurtenant to or growing out of the aforesaid objects or purposes, provided the same are not inconsistent with the laws under which the Corporation is organized.

H. To have offices, and to promote and carry out the objects and purposes of the Corporation and to exercise its powers within and without the State of Florida.

ARTICLE X

RESTRICTIONS UPON THE POWERS

Notwithstanding any other provision of these Articles of Incorporation:

A. No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any other private individual whatsoever (except that the Corporation may pay reasonable compensation for services actually performed, and that reasonable payments may be paid for expenses incurred on behalf of the Corporation, in the conduct of one or more of its purposes), and no director or officer of the Corporation, or any other private individual whatsoever, shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise. Any and all property, both real and personal, which may be owned by the Corporation at any time, is and shall always be exclusively and irrevocably dedicated to the charitable, scientific, literary and educational purposes of this organization.

B. No part of the assets of the Corporation shall be contributed to any organizations whose net earnings or any part thereof inure to the benefit of any private individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

C. The Corporation shall not conduct or carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law), or (ii) by an organization contributions to which are deductible under Sections 170, 2055 or 2522 of the Code (or the corresponding provision of any future United States Internal Revenue law).

D. The Corporation:

(1) shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code (or corresponding provisions of any subsequent Federal tax laws);

(2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code (or corresponding provisions of any subsequent Federal tax laws);

(3) shall not retain any excess business holdings as defined in Section 4943(c) of the Code (or corresponding provisions of any subsequent Federal tax laws);

(4) shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code (or corresponding provisions of any subsequent Federal tax laws); and

(5) shall not make any taxable expenditures as defined in Section 4945(d) of the Code (or corresponding provisions of any subsequent Federal tax laws).

ARTICLE XI **BYLAWS**

The Board of Directors shall have the power to alter, amend or repeal the Bylaws to the extent provided therein. Such Bylaws may contain any provisions for the regulation or management of the affairs of the Corporation which are not inconsistent with the law or these Articles of Incorporation as the same may, from time to time, be amended. However, no bylaw at any time in effect shall have the effect of giving any director or officer of the Corporation any proprietary interest in its property or assets, whether during the term of its existence or as an incident to its dissolution.

ARTICLE XII **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The Corporation shall, subject to the provisions of the Bylaws of the Corporation, indemnify any and all of its directors and officers to the fullest extent provided by the laws of the State of Florida.

ARTICLE XIII **DISSOLUTION**

Upon any liquidation, dissolution, or winding up of the Corporation, after the liabilities of the Corporation have been discharged or provided for, the Corporation's remaining assets shall

be distributed exclusively to or for the benefit of an organization or organizations which are then qualified as exempt from taxation under Section 501(c)(3) of the Code or its successor provision, which are described in Section 170(c)(2) of the Code, and each of which has been in existence and so described for a continuous period of at least sixty (60) calendar months. The selection of such organization or organizations shall be made by the then acting Board of Directors. If such determination cannot be made for any reason, such determination shall be made by the laws of the State of Florida.

There are no members entitled to vote on these Amended and Restated Articles of Incorporation. These Amended and Restated Articles of Incorporation were approved and adopted by the Board of Directors of the Corporation on June 27, 2019.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of August 5, 2019.


Darryl Thomas-Bey, Director