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C. CARROTHERS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Pompano Beach Finance Corporation

DOCUMENT NUMBER: N26919

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

Please return all correspondence concerning this matter to the following:

Gordon B. Linn, Esq.

(Name of Contact Person)

City of Pompano Beach

(Firm/ Company)

100 W. Atlantic Blvd., Rm. 467

(Address)

Pompano Beach, FL 33060

(City/ State and Zip Code)

jill.mesojedec@copbfl.com

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

For further information concerning this matter, please call:

Jill Mesojedec

(Name of Contact Person)

at (954) 786-4614

(Area Code & Daytime Telephone Number)

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

\$35 Filing Fee

☐ \$43.75 Filing Fee &
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☒ \$43.75 Filing Fee &
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☐ \$52.50 Filing Fee
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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

**SECOND AMENDMENT TO
ARTICLES OF INCORPORATION
OF
POMPANO BEACH FINANCE CORPORATION
(A Florida Not For Profit Corporation)**

Pursuant to the provisions of Section 617.01201 and Section 617.1006 of Chapter 617, Florida Statutes (the "Act"), the Pompano Beach Finance Corporation, a Florida not for profit corporation (the "Corporation") originally incorporated on June 13, 1988 pursuant to the Act under Document No. N26919, as amended by that certain First Amendment to Articles of Incorporation of the Corporation filed on July 27, 1992 (collectively, the "Articles of Incorporation") does hereby certify as follows:

1. The name of the Corporation is the Pompano Beach Finance Corporation.
2. The sole member of the Corporation has no voting rights, and accordingly, the following amendments to the Articles of Incorporation were unanimously approved by the members of the Board of Directors on February 24, 2015 in accordance with the Act, including Section 617.0820 and Section 617.1002(1)(b) thereof:

Article VI of the Articles of Incorporation is hereby amended and restated in its entirety as follows:

ARTICLE VI

Directors

(a) The property, business and affairs of this Corporation shall be managed by a Board of Directors which shall consist of the six (6) *ex officio* members of the City Commission of the City of Pompano Beach, Florida; provided, however, the number of Directors shall increase or decrease from time to time, as the number of City Commissioners increases or decreases, subject to subsection (b) of this Article VI. The Board of Directors shall have the rights and duties of Directors of Corporations as set forth under §607 of the Florida Business Corporation Act.

(b) Upon taking office as a member of the City Commission, such member shall immediately become a member of the Board of Directors and shall continue to serve as a member of the Board of Directors as long as such member continues to serve on the City Commission. In no event shall the number of Directors be less than three (3). If the number of Directors as provided above shall ever be less than three (3), the remaining Directors shall appoint temporary Directors to act in such capacity until the number of Commissioners that are Directors shall at least equal three (3). In the event there are no members of the City Commission, the City Manager shall appoint three (3) temporary Directors

until there is at least one (1) duly elected or appointed member of the City Commission that is a Director.

3. Except as amended as set forth above, the Articles of Incorporation remain the same.

I, Lamar Fisher, the duly appointed, qualified President of Pompano Beach Finance Corporation, a not-for-profit corporation, organized and existing under the Laws of the State of Florida, do hereby certify that the foregoing is a true and correct copy of the Second Amendment to the Articles of Incorporation of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of the Corporation this 25th day of February, 2015.

POMPANO BEACH FINANCE CORPORATION

By: 

Lamar Fisher, President