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(Requestor's Name)

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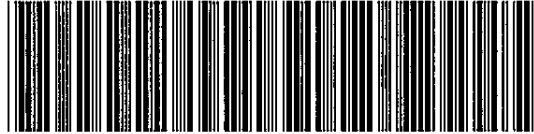
(Business Entity Name)

(Document Number)

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04 AUG -2 PM 3:42
STATE
TALLAHASSEE, FLORIDA

8/2/04

Amended
+ Restated
Art.

SP



July 30, 2004

Ms. Susan Payne
Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: City Center Partnership
FEI Number 65-0244879

Dear Ms. Payne:

Pursuant to your telephone call of July 28, 2004 regarding filing fees, enclosed herewith is check number 1610 in the amount of \$35.00, which sum represents payment in full for the filing of the amended and restated City Center Partnership Articles of Incorporation.

Thank you for contacting me regarding this over site.

Sincerely,


Penny DeStefano

Enclosure

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cPc
City Center Partnership

July 21, 2004

Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, FL 32314

RE: City Center Partnership
FEI Number 65-0244879

Dear Sir or Madam:

Enclosed are copies of the following documents:

- Executed Note to the Department of State
- Executed Certificate Designating Place of Business
- Executed Certification of the Amendment and Restatement of the Articles of Incorporation
- Amendment and Complete Restatement of The Articles of Incorporation

Should you need additional documentation, or information, please contact Nancy C. Graham at the telephone number and address listed above.

Sincerely,

Penny DeStefano

Penny DeStefano

Enclosure

cc: John Corbett, Esq.
Janice Schaefer, with enclosure

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AMENDMENT AND COMPLETE RESTATEMENT OF THE
ARTICLES OF INCORPORATION
OF
CITY CENTER PARTNERSHIP, INCORPORATED

FILED
04 AUG -2 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESOLVED, that the Articles of Incorporation of The City Center Partnership , Incorporated, a Florida not for profit corporation, are hereby amended and restated in their entirety pursuant to the procedures set forth in Florida Statute 617.1002 which requires in the absence of members entitled to vote, a vote by the Board of Directors which was unanimous at a duly called meeting held on April 1 , 2004.

The amended and restated Articles of Incorporation of the City Center Partnership, Incorporated, are as follows:

ARTICLE I
Name of Corporation

The name of the Corporation shall be CITY CENTER PARTNERSHIP, INCORPORATED.

ARTICLE II
Corporate Duration

This Corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE III
Purposes and Powers

Section 3.1. Purpose. The purposes for which this Corporation is organized are exclusively dedicated to the improvement of business conditions within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended ("the Code"), and shall include (a) all of the purposes of the West Palm Beach Downtown Development Authority (the "Authority") (b) promoting neighborhood and community development, and (c) the making of loans to merchants and other businesses within the boundaries of the City of West Palm Beach Downtown Development Authority District.

Section 3.2. Powers. 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.

FILED
04 AUG -2 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

Initial Registered Agent and Initial Registered Office

The initial registered agent of the Corporation shall be Nancy Graham, and the registered office of the Corporation shall be c/o Downtown Development Authority, 400 Clematis Street, Suite 202, West Palm Beach, Florida 33401-4321.

ARTICLE V

Board of Directors

Section 5.1. Number. This Corporation shall have seven (7) Directors. The number of Directors may be either increased or diminished from time to time in accordance with the By-Laws, but shall never be less than three(3).

Section 5.2. Election. Directors shall be elected in accordance with the By-Laws of this Corporation.

ARTICLE VI

Nonstock Basis

This Corporation shall be organized and operated as a not for profit corporation, on a nonstock basis.

ARTICLE VII

Prohibited Activities

Section 7.1. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persona, except that this 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 III hereof.

Section 7.2 No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. This Corporation shall not participate in, or intervene in (including by the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 7.3 Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501 (c)(6) of the Code or the corresponding provisions of

any future United States Internal Revenue Law or (b) an entity or a corporation contributions to which are deductible under Section s 170(c)(1) or (2) of the Code or any other corresponding provisions of any future United States Internal Revenue Law.

ARTICLE VIII

Dissolution

If the Corporation is dissolved, any residual assets of this Corporation will be distributed 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 to the Authority, or to the Federal, or the Florida State, or local government for exclusively public purposes. Subject to the foregoing, if the Corporation is dissolved, any residual assets of this Corporation will be distributed to a public corporation whose purpose includes the provision of downtown development in West Palm Beach, Florida, or to an entity qualifying under Sections 170(c)91) or (2) of the Code.

ARTICLE IX

Indemnification

Every director and every officer of the Corporation shall be indemnified by this Corporation to the full extent permitted by law against all expenses and liabilities, including attorney's fees in trial and appellate proceedings or any settlement thereof, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of this bing or having been a director or officer of this Corporation, whether or not he is a Director or officer at the time such expenses are incurred, unless the liability of the Director or officer in question is adjudged by decision of a court of competent jurisdiction to result from the gross negligence or willful misconduct of such officer or Director in the performance of his duties; provided, however, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of this Corporation. The foregoing right of indemnification shall be in addition to and shall not be exclusive of all other rights to which said Director or officer may be entitled.

ARTICLE X

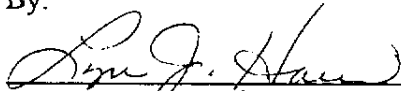
Amendment

These Articles of Incorporation may be amended in accordance with the Florida Not for Profit Corporation Act, as amended.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 28th day of April, 2004.

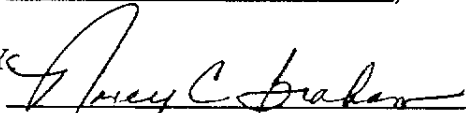
City Center Partnership, Incorporated

By:



Lyn J. Harris, Chairman

ATTESTED TO BY:

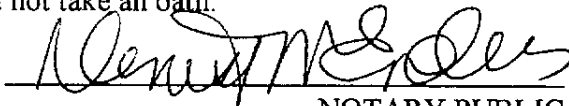


Nancy C. Graham, Secretary

{seal}

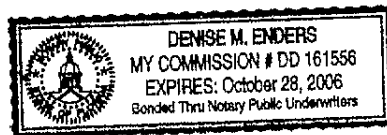
STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this the 28th day of April, 2004 by Lyn J. Harris, the Chairman of the City Center Partnership, Inc., and attested to by _____, the Secretary of the City Center Partnership, Inc., who are personally known to me or who have produced their Florida driver's licenses as identification and who did not take an oath.



_____, NOTARY PUBLIC

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED,

FIRST --THAT CITY CENTER PARTNERSHIP, INCORPORATED,
WITH ITS PRINCIPAL, PLACE OF BUSINESS AT 400 CLEMATIS STREET, SUITE 202,
WEST PALM BEACH, FLORIDA 33401
HAS NAMED NANCY GRAHAM, ESQ., LOCATED AT 400 CLEMATIS STREET,
SUITE 202, WEST PALM BEACH, FLORIDA 33401 AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN FLORIDA.

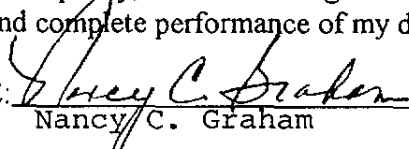
SIGNATURE: 

Lynette J. Harris

TITLE: Chairman

DATE: April 28, 2004

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE: 

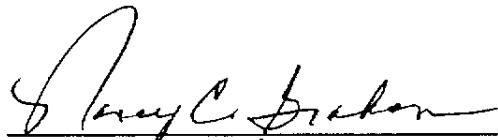
Nancy C. Graham

DATE: April 28, 2004

Certification of the Amendment and Restatement of the Articles of Incorporation of
The City Center Partnership, Incorporated

The undersigned as the secretary and keeper of the minutes and records of The City Center Partnership, Inc. certifies that the following is a true and accurate copy of an amendment and restatement of the Articles of Incorporation of this corporation duly adopted at a meeting of the Board of Directors duly called and held on April 1, 2004.

Dated April 28, 2004



Nancy C. Graham, Secretary

{Seal}

To: Department of State
Tallahassee, Florida 32314

Pursuant to the provisions of FS 617.1002, the undersigned corporation, originally incorporated under the same name on August 24, 1990, pursuant to a resolution adopted by its Board of Directors adopts the following restated and amended Articles of Incorporation which corrects all references made to the appropriate tax exempt section of the Internal Revenue Code, eliminates the non-voting general membership in the corporation and designates a new registered agent. The Articles of Incorporation, as restated, were adopted unanimously by the Board of Directors pursuant to Florida Statute 617.1007, at a duly called meeting held on April 1, 2004. Dated April 28, 2004

City Center Partnership, Incorporated
By:

Lyn J. Harris

Lyn J. Harris, Chairman

Nancy C. Graham

Nancy C. Graham, President

Nancy C. Graham

Nancy C. Graham, Secretary

Richard C. Hitchens

Richard C. Hitchens, Treasurer

STATE OF FLORIDA
COUNTY OF PALM BEACH

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Lyn J. Harris, the Chairman of The City Center Partnership, Incorporated, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

Witness my hand and official seal in the County and State last aforesaid this 28th day of April, 2004.

[Signature]
Notary Public, State of Florida

My commission expires:

