

1794000005165

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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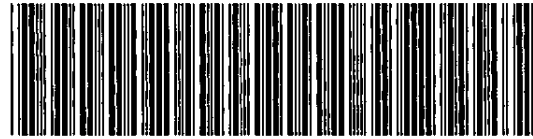
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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EFFECTIVE DATE

11/12

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JUN 08 2012

T. LEMIEUX



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PALM BEACH GARDENS, FLORIDA 33410
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June 5, 2012

(via UPS two day delivery)

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Merger of: Palm Beach County Sports Commission, Inc. (N43925) and Palm Beach County Sports Institute, Inc. (N9400000165).
Surviving Corporation: Palm Beach County Sports Institute, Inc. (but changing its name to Palm Beach County Sports Commission, Inc.).
Effective Date of Merger: July 1, 2012.

Dear Sirs:

Enclosed are the following documents, and one set of copies thereof:

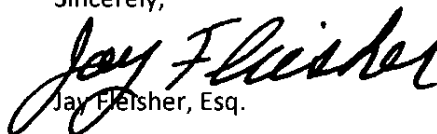
1. Executed Articles of Merger.
2. Executed Plan of Merger, and Exhibits One and Two to the Plan of Merger.
3. Amended and Restated Articles of Incorporation of the surviving corporation.

Per the Plan of Merger, the surviving corporation (Palm Beach County Sports Institute, Inc.) is simultaneously with the effective date of the merger changing its name to Palm Beach County Sports Commission, Inc. and amending and restating its articles of incorporation.

Please file the executed Articles of Merger, executed Plan of Merger, and Exhibits One and Two of the Plan of Merger. Once those are filed, please then file the Amended and Restated Articles of Incorporation of the surviving corporation.

Enclosed also is a check for \$87.50 payable to the Florida Department of State. It is for the \$70.00 filing fee for the merger, and \$17.50 for one certified copy each of the Plan of Merger (and exhibits) and the Amended and Restated Articles of Incorporation. Please send these to the above address. Thank you.

Sincerely,


Jay Fleisher, Esq.

JF/et
Enclosures

ARTICLES OF MERGER
(Not for Profit Corporations)

EFFECTIVE DATE
7/1/12

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Palm Beach County Sports Institute, Inc.</u>	<u>Florida</u>	<u>N9400005165</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Palm Beach County Sports Commission, Inc.</u>	<u>Florida</u>	<u>N43925</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR July / 01 / 2012 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date).

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TALLAHASSEE, FLORIDA

(Attach additional sheets if necessary)

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the surviving corporation on _____.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
_____ FOR _____ AGAINST

SECTION II

(CHECK IF APPLICABLE) ☐ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on May 7, 2012. The number of directors in office was five. The vote for the plan was as follows: five FOR zero AGAINST

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(s)
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on _____.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: _____ FOR _____ AGAINST

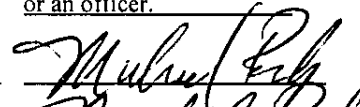
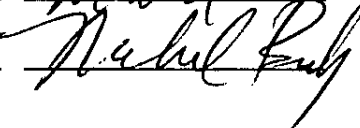
SECTION II

(CHECK IF APPLICABLE) ☐ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on May 7, 2012. The number of directors in office was sixteen. The vote for the plan was as follows: thirteen FOR zero AGAINST

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of the chairman/ vice chairman of the board or an officer.</u>	<u>Typed or Printed Name of Individual & Title</u>
<u>Palm Beach County Sports Institute, Inc.</u>		<u>Michael Brady, President</u>
<u>Palm Beach County Sports Commission, Inc.</u>		<u>Michael Brady, President</u>
<u> </u>	<u> </u>	<u> </u>
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PLAN OF MERGER
of
PALM BEACH COUNTY SPORTS INSTITUTE, INC.
and
PALM BEACH COUNTY SPORTS COMMISSION, INC.

This is a plan of merger between Palm Beach County Sports Institute, Inc., a Florida not-for-profit corporation, and Palm Beach County Sports Commission, Inc., a Florida not-for-profit corporation.

ARTICLE I

Constituent Corporations

The name of each constituent corporation is Palm Beach County Sports Institute, Inc., a Florida not-for-profit corporation (hereinafter "Institute"), and Palm Beach County Sports Commission, Inc., a Florida not-for-profit corporation (hereinafter "Commission").

ARTICLE II

Merger and Effective Date

Under *F.S. 617.1107* the Commission shall be merged into the Institute (the "merger"). The effective date of the merger is July 1, 2012 (the "effective date").

ARTICLE III

Surviving Corporation and Name

The Institute shall be the surviving corporation of the merger. As of the effective date of the merger the name of the Institute shall be changed to Palm Beach County Sports Commission, Inc.

ARTICLE IV

Amended and Restated Articles of Incorporation

The articles of incorporation of the Institute in effect immediately before the merger shall be amended and restated as of the effective date, and shall be those in Exhibit One attached to this plan.

ARTICLE V

Bylaws, Policies and Procedures

On the effective date the bylaws, policies and procedures of the Institute are amended, without further action, to conform word for word to the bylaws, policies and procedures of the Commission that were in effect immediately before the merger.

ARTICLE VI

Directors, Officers and Employees

The directors and officers of the Institute as of the effective date shall be those persons named in Exhibit Two to this plan. The employees of the Commission immediately before the merger shall be employees of the Institute as of the effective date.

ARTICLE VII

Members

The members of the Commission immediately before the merger shall all be members of the Institute as of the effective date, and, without further action, shall possess all rights and obligations granted to members of the Institute by its amended and restated articles attached to this plan of incorporation as Exhibit One, and by its bylaws.

ARTICLE VIII

Assets and Liabilities

On the effective date of the merger, the separate existence of the Commission shall cease and the Institute, without further action, shall possess all of the rights and privileges of the Commission in existence immediately preceding the merger. All assets of any nature of the Commission, without further action, shall be vested in the Institute immediately following the merger. Following the merger, the Institute shall be responsible for all liabilities and obligations of the Commission. Any claim existing or action or proceeding pending against the Commission may be continued as if the merger did not occur or the Institute may be substituted for the Commission in any such proceeding. Neither the rights of creditors of nor any liens on the property of the Commission shall be impaired by the merger.

ARTICLE IX

Abandonment

Notwithstanding anything to the contrary contained in this plan, this plan of merger may be terminated and abandoned by the board of directors of the Institute or the board of directors of the Commission at any time before the filing of articles of merger.

IN WITNESS WHEREOF, this plan of merger has been executed by the undersigned

officers on JUNE 4, 2012, pursuant to a unanimous vote to adopt this plan of merger by the Boards of Directors of Palm Beach County Sports Institute, Inc., and Palm Beach County Sports Commission, Inc. on May 7, 2012.

Palm Beach County Sports Institute, Inc., a Florida corporation

By: _____

Michael Brady, President

Palm Beach County Sports Commission, Inc., a Florida corporation

By: _____

Michael Brady, President

EXHIBIT ONE
of
PLAN OF MERGER
of
PALM BEACH COUNTY SPORTS INSTITUTE, INC.

and

PALM BEACH COUNTY SPORTS COMMISSION, INC

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

of

PALM BEACH COUNTY SPORTS COMMISSION, INC.

(f/k/a Palm Beach County Sports Institute, Inc.)

These Restated and Amended Articles of Incorporation amend, supersede and restate in their entirety those Articles of Incorporation of Palm Beach County Sports Institute, Inc. filed October 17, 1994 with the Secretary of State of Florida, and which are referred to as document N94000005165 in the public records of the Secretary of State of Florida.

Article I: Name

The name of the corporation Not for Profit shall be **PALM BEACH COUNTY SPORTS COMMISSION, INC.** (hereinafter referred to as the "Corporation").

Article II: Duration

The Corporation shall have perpetual existence.

Article III: Purposes and Powers

3.1 Purposes: The Corporation is organized exclusively for charitable purposes, fostering national and international amateur sports and lessening the burdens of government, and more specifically, the Corporation is organized and shall be operated exclusively to carry out the following purposes:

- A. To foster national and international amateur sports competition in Palm Beach County, Florida, to conduct national and international amateur sports competition

events in such county and to support and develop amateur athletics for national and international competition in such sports.

- B. To lessen the burdens of government by promoting sports in Palm Beach County, Florida.
- C.. To carry on such other activities that are in furtherance of and in support of the foregoing purposes as are lawful and proper for corporations formed under the Florida Corporations Not for Profit Act and Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- D. The Corporation is not organized for profit; it shall have no capital stock, and shall not be authorized to issue capital stock.

3.2 Powers: Subject only to such limitations as now or hereafter are prescribed by law or in the Corporation's Articles of Incorporation, the powers of the Corporation shall be as provided in the Bylaws of the Corporation in accordance with Chapter 617, Florida Statutes. The Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes previously stated in this Article III or are necessary or incidental to the powers so conferred.

Article IV: Limitations

4.1 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the 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. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles of incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from the federal income tax under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

4.2 Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 V: Members

5.1 Membership in the corporation shall be open to any person, including individuals or corporations, in accordance with the provisions set forth in the Bylaws of the corporation.

Article VI: Directors and Officers

6.1 The number of directors constituting the Board of Directors of the Corporation shall not be more than twenty-eight (28) Directors at any time. However, the number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than fourteen (14).

6.2 The directors and officers of the Corporation shall be elected and govern in accordance with the provisions specified in the Bylaws of the Corporation.

6.3 The powers, duties, qualifications, terms of office, manner of election, and time and criteria for removal of officers and directors and shall be as set forth in the Bylaws of the Corporation.

Article VII: Liability Limitations

7.1 None of the members, directors or officers of the Corporation shall be personally liable for its debts, liabilities or obligations. If the Florida Corporations Not for Profit Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of members, directors or officers, then the liability of a member, director or officer shall be eliminated or limited to the full extent permitted by the Florida Corporations Not for Profit Act, as so amended, without need for further amendment of these Articles of Incorporation or any action by the Board of Directors. Any repeal or modification of this Article VII shall not adversely affect any right or protection of member, director or officer of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such member, director or officer occurring prior to such repeal or modification.

Article VIII: Indemnification and Insurance

8.1 Right to Indemnification. The Corporation shall have the power and authority to provide indemnification.

8.2 Insurance. The Corporation may maintain insurance at its expense.

Article IX: Bylaws

In furtherance and not in limitation of the powers conferred by statute, the authority to make, alter, amend or repeal the Bylaws of the Corporation is vested solely in the Board of Directors.

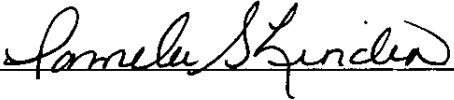
Article X: Conflicts of Interest and Open Meetings

All Directors and Officers of the corporation shall comply with and be subject to applicable conflicts of interest provisions of the Charter and Ordinances of Palm Beach County, Florida. All meetings of the corporation shall be open to the public in accordance with the provisions of the Bylaws.

Article XI: Amendments

These Articles of Incorporation may be amended at any regular meeting of the Board of Directors or any special meeting of the Board of Directors called for that purpose, in either case upon receiving the vote of a majority of the directors in office.

I HEREBY CERTIFY THAT THE FOREGOING AMENDED AND RESTATED ARTICLES OF INCORPORATION OF PALM BEACH COUNTY SPORTS COMMISSION, INC. WERE DULY ADOPTED BY UNANIMOUS VOTE OF ITS BOARD OF DIRECTORS ON JUNE 4, 2012.

A handwritten signature in cursive script, reading "Pamela S. Linden", is written over a horizontal line.

PAMELA S. LINDEN, Secretary

**EXHIBIT TWO
of
PLAN OF MERGER
of
PALM BEACH COUNTY SPORTS INSTITUTE, INC.**

and

PALM BEACH COUNTY SPORTS COMMISSION, INC.

MEMBERS OF THE BOARD OF DIRECTORS AND OFFICERS

MICHAEL BRADY-PRESIDENT

GUY E. QUATTLEBAUM, ESQ.-VICE PRESIDENT

PAMELA S. LINDEN-SECRETARY/TREASURER

MICHELLE RAE JAMINET

MARGIE J. WALDEN

DONALD P. DUFRESNE

JOE CERAVOLO

WILLIAM C. DAVIS

JOHN DEMOTT

PATTY DENT

DR. EDWARD EISSEY

STEPHANIE LANZA

JASON MYERS

STEVE POLITZINER

JEFF ZIPPER

JACK DANIELS

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
PALM BEACH COUNTY SPORTS COMMISSION, INC.
(f/k/a Palm Beach County Sports Institute, Inc.)

These Restated and Amended Articles of Incorporation amend, supersede and restate in their entirety those Articles of Incorporation of Palm Beach County Sports Institute, Inc. filed October 17, 1994 with the Secretary of State of Florida, and which are referred to as document N94000005165 in the public records of the Secretary of State of Florida.

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- C.. To carry on such other activities that are in furtherance of and in support of the foregoing purposes as are lawful and proper for corporations formed under the Florida Corporations Not for Profit Act and Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

- D. The Corporation is not organized for profit; it shall have no capital stock, and shall not be authorized to issue capital stock.

3.2 Powers: Subject only to such limitations as now or hereafter are prescribed by law or in the Corporation's Articles of Incorporation, the powers of the Corporation shall be as provided in the Bylaws of the Corporation in accordance with Chapter 617, Florida Statutes. The Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes previously stated in this Article III or are necessary or incidental to the powers so conferred.

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4.2 Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

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All Directors and Officers of the corporation shall comply with and be subject to applicable conflicts of interest provisions of the Charter and Ordinances of Palm Beach County, Florida. All meetings of the corporation shall be open to the public in accordance with the provisions of the Bylaws.

Article XI: Amendments

These Articles of Incorporation may be amended at any regular meeting of the Board of Directors or any special meeting of the Board of Directors called for that purpose, in either case upon receiving the vote of a majority of the directors in office.

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OF INCORPORATION OF PALM BEACH COUNTY SPORTS COMMISSION, INC. WERE
DULY ADOPTED BY UNANIMOUS VOTE OF ITS BOARD OF DIRECTORS ON
JUNE 4, 2012.

_____

PAMELA S. LINDEN, Secretary