



N95000002509

FILED
01 JUN 18 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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June 15, 2001

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

Re: **Palm Beach International Film Festival, Inc.**
Document No. N95000002509

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*****43.75 *****43.75

To Whom This May Concern:

Enclosed for filing is one original and one copy of the above-referenced non-profit corporation's Articles of Amendment to the Articles of Incorporation. Also enclosed is a check in the amount of \$43.75 to cover the filing fee of \$35.00 and one certified copy. Please send the certified copy to the address on this letterhead.

Thank you for your attention to this matter. Should you have any questions or concerns, please contact me at (561)355-3389.

Kindest Regards,

Denise M. Dytrych
County Attorney

Amend
6-26-01
PMS

DMD:bd
Enc.

cc: Susan Fraine, Executive Director, PBIFF, Inc.

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**Palm Beach County
Board of County
Commissioners**

Warren H. Newell, Chairman

Carol A. Roberts, Vice Chair

Karen T. Marcus

Mary McCarty

Burt Aaronson

Tony Masilotti

Addie L. Greene

County Administrator

Robert Weisman

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**ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of
PALM BEACH INTERNATIONAL FILM FESTIVAL, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida Non-Profit Corporation hereby files these Articles of Amendment to its Articles of Incorporation (the "Corporation"):

FIRST: The name of the Corporation is "Palm Beach International Film Festival, Inc."

SECOND: The original Articles of Incorporation of the Corporation were filed with Florida's Department of State, Division of Corporations on May 22, 1995.

THIRD: Said original Articles of Incorporation were amended on August 19, 1996 in accordance with state law.

FOURTH: The Articles of Incorporation, as amended, shall be and hereby are amended by replacing Article II in its entirety with the following:

**"ARTICLE II
PRINCIPAL OFFICE**

The street address of the principal office and mailing address of this corporation are:

1555 Palm Beach Lakes Blvd.
Suite 805
West Palm Beach, Florida 33401

The corporation may change the location of the principal office and transact business at such other places within or outside the State of Florida as may from time to time be designated by the Board of Directors."

FIFTH: The Articles of Incorporation of the Corporation shall be and hereby are further amended by replacing Article IV in its entirety with the following:

**"ARTICLE IV
MANAGEMENT AND THE AFFAIRS OF THE CORPORATION**

- A. The affairs of this corporation shall be managed by an Executive Director assisted by the corporation's Officers, subject, however, to the directions of the Board of Directors, except to the extent that the Directors shall have delegated the responsibility for such management under the provisions of

these Articles and in accordance with the Bylaws.

- B. The Officers of this corporation shall consist of one or two Chairs, a Secretary and a Treasurer, all of whom shall be elected by the Board of Directors according to the Bylaws of this corporation. Any two or more offices may be held by the same person.
- C. At the annual meeting of the Board of Directors, Officers shall be elected to hold office until the next annual meeting of the Board of Directors or until their successors are elected and qualify."

SIXTH: The Articles of Incorporation of the Corporation shall be and hereby are further amended by replacing Article V in its entirety with the following:

"ARTICLE V
BOARD OF DIRECTORS

This corporation shall have a Board of Directors comprised of not less than three (3) nor more than twenty-one (21) individuals. The number of individuals and the method of appointment or election of same shall be as provided in the Bylaws."

SEVENTH: The Articles of Incorporation of the Corporation shall be and hereby are further amended by replacing Article VI in its entirety with the following:

"ARTICLE VI
MEMBERS

This corporation shall not have members and shall not issue membership certificates."

EIGHTH: The Articles of Incorporation of the Corporation shall be and hereby are further amended by incorporating a new Article XVI and renumbering the article which follows accordingly. The new Article XVI shall read as follows:

"ARTICLE XVI
QUORUM

In accordance with Section 617.0824(2), Florida Statutes, a quorum of the Corporation shall consist of one-third of the members of its Board of Directors."

NINTH: The Articles of Incorporation shall be and hereby are further amended by replacing Article XVI (renumbered as Article XVII after incorporating the new Article XVI)

in its entirety with the following:

"ARTICLE XVII
AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended from time to time by a majority vote of the Board of Directors."

TENTH: Pursuant to Article XVI of the current Articles of Incorporation as amended on August 19, 1996, the membership has the authority to amend the Articles of Incorporation. The members of the Corporation have adopted the foregoing amendments at a duly called meeting of the membership of the Palm Beach International Film Festival, Inc. on June 14, 2001. The number of votes cast in favor of the foregoing amendment was sufficient for approval thereof.

IN WITNESS WHEREOF, the undersigned duly authorized officer has executed these Articles of Amendment to the Articles of Incorporation of the Corporation this 14 day of June, 2001, for the purposes herein contained.

**PALM BEACH INTERNATIONAL
FILM FESTIVAL, INC.**

By: 

George T. Elmore
Co-Chair