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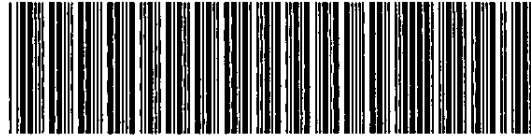
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*Amended*  
*Restated*  
JAN 28 2013  
T. LEMMON



GUNSTER

ATTORNEYS AT LAW

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January 22, 2013

Florida Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Friends of the West Palm Beach Public Library, Inc.  
Charter Number: N95000004733

Dear Sir or Madam:

Enclosed are Articles of Restatement of Friends of the West Palm Beach Public Library, Inc., a Florida not for profit corporation, together with a copy of same and filing fee in the amount of \$35.00. After the document has been filed, please date-stamp the enclosed copy and return same in the pre-addressed envelope provided. Please direct any correspondence concerning this matter to the undersigned.

Thank you for your assistance.

Regards,

*Melanie B. Stocks*

Melanie B. Stocks  
Paralegal

/mbs

**ARTICLES OF RESTATEMENT  
OF  
FRIENDS OF THE WEST PALM BEACH PUBLIC LIBRARY, INC.**

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Not for Profit Corporation Act, the corporation hereinafter named (the "Corporation"), does hereby amend and restate its Articles of Incorporation.

1. The name of the Corporation is FRIENDS OF THE WEST PALM BEACH PUBLIC LIBRARY, INC.

2. The text of the Amended and Restated Articles of Incorporation of the Corporation is annexed hereto and made a part hereof.

\*\*\*\*\*

**CERTIFICATE**

It is hereby certified that:

1. The name under which the original Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida is: Friends of the West Palm Beach Public Library, Inc.

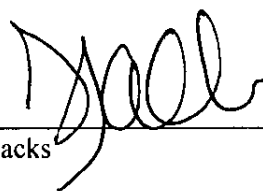
2. The date of filing of the Corporation's original Articles of Incorporation is October 6, 1995.

3. These Amended and Restated Articles of Incorporation (i) amend and restate the provisions of the Articles of Incorporation of the Corporation and (ii) were duly adopted by the members of the Board of Directors of the Corporation on October 17, 2012.

4. There are no members of the Corporation who are entitled to vote on the amendment and restatement of the Articles of Incorporation of the Corporation.

Executed on January 21, 2013.

FRIENDS OF THE WEST PALM BEACH PUBLIC  
LIBRARY, INC., a Florida not for profit corporation

By:   
Name: Dorothy Jacks  
Title: President

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13 JAN 25 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
FRIENDS OF THE MANDEL PUBLIC LIBRARY OF WEST PALM BEACH, INC.  
(A Florida Not-For-Profit Corporation)**

*Pursuant to the provisions of 617.1002(b) and 617.1007, Florida Statutes, and upon resolution duly adopted by the Board of Directors on October 17, 2012, this Florida not for profit corporation adopts the following Amended and Restated Articles of Incorporation. Among other things, the following Amended and Restated Articles of Incorporation change the Corporation's name from "Friends of the West Palm Beach Public Library, Inc." to "Friends of the Mandel Public Library of West Palm Beach, Inc."*

**ARTICLE I**

**Name and Address of Principal Office**

The name of the corporation is **FRIENDS OF THE MANDEL PUBLIC LIBRARY OF WEST PALM BEACH, INC.**

The principal office of the corporation is located at 411 Clematis Street, West Palm Beach, Florida 33401, or such other location as may be selected by the Board of Directors from time to time.

**ARTICLE II**

**Duration**

This corporation commenced existence on October 5, 1995. This corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

**ARTICLE III**

**Purposes**

The purpose, general nature and objections of this corporation are;

1. To support the activities of the West Palm Beach Public Library ("Library").
2. To initiate and sponsor programs in support of the Library which compliment but are in addition to the programs and activities of the Library and which promote literature and literacy including, without limitation:
  - A. To provide services to children;
  - B. To establish reading incentive programs for children, elderly adults, low income families, immigrants to South Florida with limited English language skills;

C. To provide services for those persons who are not able to easily access the library facility through outreach programs;

D. To establish multi-cultural programs aimed at the entire community, especially children and adults who have had limited cultural opportunities; and

E. To educate and inform the community and improve its cultural opportunities through book reviews, meet-the-author parties, story reading programs, book discussion groups, adult literacy classes and the publication of a newsletter.

3. Fundraising to raise funds and to support the Library and to provide the above described activities as well as other programs or activities the corporation may elect to participate in.

The corporation shall be organized and operated exclusively for charitable purposes in accordance with the requirements of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue rule or regulation), and shall be subject to the following requirements:

A. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

B. No 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue rule or regulation); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code as it now exists or as it may hereafter be amended.

D. All assets of the corporation are permanently dedicated to the exempt purposes of Section 501(c)(3) of the Internal Revenue Code.

The corporation is organized pursuant to the Florida Non-Profit Corporation Act, F.S. Chapter 617, for non-profit purposes and does not contemplate pecuniary gain or profit to the members thereof.

## **ARTICLE IV**

### **Membership**

Membership in the corporation shall be open to all persons interested in supporting the Library and advancing the purpose of this corporation.

## **ARTICLE V**

### **Management of Corporate Affairs**

1. Board of Directors. The powers of this corporation shall be exercised; its properties controlled, and its affairs conducted by a Board of Directors. The corporation shall have at least three (3) directors at all times. The Directors shall be required to be members of the corporation.

The Directors shall be elected in accordance with the bylaws of the Corporation.

2. Elective Officers. The officers of this corporation shall be a president, vice president, secretary and treasurer. Other offices and officers may be established or appointed by the Board of Directors of this corporation. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

## **ARTICLE VI**

### **Registered Agent and Office**

The corporation's registered office shall be 3611 Eastview Avenue, West Palm Beach, Florida 33407, and its registered agent at such address shall be Eric G. Huey.

## **ARTICLE VII**

### **Bylaws**

Bylaws have been adopted by the Board of Directors. Such bylaws may be amended, altered, rescinded or repealed, in whole or in part, by the Board of Directors in the manner provided therein. Any amendments to the bylaws shall be binding on all members of this corporation.

## **ARTICLE VIII**

### **Amendment of Articles**

Amendments to these Amended and Restated Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of the Directors for their vote. Amendments may be adopted by a vote of two-thirds (2/3) of the Directors of the corporation.

## **ARTICLE IX**

### **Indemnification and Limitation of Liability**

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the member shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever.

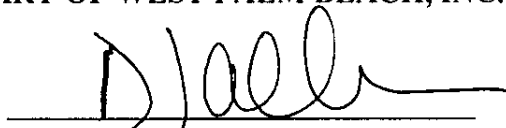
## **ARTICLE X**

### **Dissolution**

In the event the corporation is dissolved within the State of Florida and ceases to exist for the stated purposes, such Certificate of Dissolution shall be filed with the Secretary of State according to the Florida Statutes for dissolving a non-profit corporation. Upon such dissolution the board of Directors shall, after paying or making provisions for payment of all liabilities of the corporation, dispose of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organizations organized and operating exclusively for charitable, education, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Rule or Regulation) and which is organized for purposes substantially similar to that of the corporation.

**IN WITNESS WHEREOF**, the undersigned officer of the corporation has executed these Amended and Restated Articles of Incorporation as of the 21st day of January, 2013.

**FRIENDS OF THE MANDEL PUBLIC  
LIBRARY OF WEST PALM BEACH, INC.**

By:   
Name: Dorothy Jacks  
Title: President

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