

Division of Corporations

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Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
PALM AIRE FRIENDS OF THE ARTS, INC.**

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September 18, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

PALM AIRE FRIENDS OF THE ARTS, INC.
602 GARDENS DR
#204
POMPANO BEACH, FL 33069

SUBJECT: PALM AIRE FRIENDS OF THE ARTS, INC.
REF: N99000006889

*All
Correction*

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please check the address for the principal place of business and the Registered Agent address.

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Carol Mustain
Regulatory Specialist II

FAX Aud. #: H12000228657
Letter Number: 512A00023376

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12 SEP 18 AM 8:05
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
PALM AIRE FRIENDS OF THE ARTS, INC.
(Not-For-Profit)**

The undersigned, desiring to amend and restate the Articles of Incorporation for Palm Aire Friends of the Arts, Inc., pursuant to Chapter 617, Florida Statutes, as amended, the Florida Not for Profit Corporation Act, does hereby adopt the following Amended and Restated Articles of Incorporation and certify:

The original Articles of Incorporation of Palm Aire Friends of the Arts, Inc., were filed with the Secretary of State of the State of Florida on November 19, 1999, under document number N990000006889.

The Amended and Restated Articles of Incorporation were adopted by a simple majority vote of the Board of Directors effective July 25, 2012, and the vote was sufficient for approval. There are no members entitled to vote on the amendment.

The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety as follows:

**ARTICLE I
NAME**

The name of the corporation shall be PALM AIRE FRIENDS OF THE ARTS, INC.

**ARTICLE II
PRINCIPAL OFFICE and MAILING ADDRESS**

The principal place of business and mailing address of this corporation shall be 602 Gardens Drive, #204, Pompano Beach, Florida 33069.

**ARTICLE III
PURPOSE**

The corporation is organized exclusively to promote religious, scientific, literary, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, either directly or through other religious, scientific, literary, educational, or charitable organizations.

ARTICLE IV
DIRECTORS

The affairs of this Corporation shall be managed by an Executive Board of Directors consisting of no less than three directors who shall serve in accordance with the procedures described in the By-Laws. The names and addresses of the persons who shall serve as the Executive Board Directors of the Corporation are as follows:

- | | |
|----------------------|--|
| 1. Karen Bajcar | 804 Cypress Bend, 107, Pompano Beach, Fl 33069 |
| 2. Carole Behrman | 807 E. Cypress Lane, Pompano Beach, Fl 33069 |
| 3. Ellen Bloom | 602 Gardens Drive, 204, Pompano Beach, FL 33069 |
| 4. Robert Brummer | 4020 W. Palm Aire Drive, 512, Pompano Beach, Fl 33069 |
| 5. Bettc Goldstein | 3095 N. Course Drive, 208, Pompano Beach, Fl 33069 |
| 6. Genevieve Pickett | 2940 N. Cypress Bend Drive, 703, Pompano Beach, Fl 33069 |
| 7. Carole Weinberg | 3010 N. Course Drive, 410, Pompano Beach, Fl 33069 |
| 8. Roberta Whitcomb | 3970 Oaks Clubhouse Drive, 403, Pompano Beach, Fl 33069 |
| 9. Kathleen Zanoft | 904 Cypress Grove Drive, Pompano Beach, Fl 33069 |

ARTICLE V
MANNER OF ELECTION

The method of election of directors is as stated in the bylaws.

ARTICLE VI
MEMBERS

This Corporation will have Members. Membership in the Corporation shall be open to the public and individuals engaged in supporting the purpose of the Corporation, and mainly interested in supporting cultural art in South Florida. Members have no voting rights and pay annual dues as prescribed and defined in the bylaws.

ARTICLE VII
DISSOLUTION

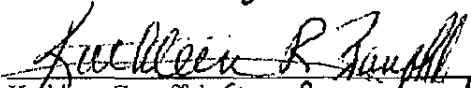
This Corporation is not for profit and, therefore, there shall never be distributed any gains, profits or dividends to any officer, director or member of the Corporation, and no part of the net earnings shall inure to any individual. It is a further express provision of these Articles that the assets and proceeds of every nature and description of the Corporation are, and shall forever be, irrevocably dedicated to the benevolent purposes stated in Article III hereof. In the event of liquidation or dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation to any exempt organization(s) under Section 501(c)(3) as the Board of Directors shall determine.

ARTICLE VIII
REGISTERED AGENT

The name and Florida address of the registered agent is:

Ellen Bloom
602 Gardens Drive, #204
Pompano Beach, Florida 33069

IN WITNESS WHEREOF, the undersigned authorized representative of the Corporation has hereunto subscribed her name as of the 14 day of August, 2012.


Kathleen Zanolli, Co-President
Authorized Representative

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with the appointment as registered agent and agree to act in this capacity.

Ellen Bloom
ELLEN BLOOM
Registered Agent

Date: 9-3-12