

TWELFTH AMENDMENT
to
ARTICLES OF INCORPORATION
of the
PALM BEACH COUNTY LEAGUE OF CITIES, INC.

ARTICLE ONE: NAME

The name of this corporation shall be PALM BEACH COUNTY LEAGUE OF CITIES, INC., a corporation not for profit, which shall be entitled to and possess all privileges and powers of a non-profit corporation under Chapter 617, Florida Statutes.

ARTICLE TWO: DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE: PURPOSE

The purpose of the Palm Beach County league of Cities, Inc. (hereinafter the "League"), shall be to promote and advance the collective interests of the municipalities of Palm Beach County, Florida; to study municipal issues and seek desired results through cooperative effort; to respect the principles of Home Rule; to encourage and enhance the quality of life of the citizens of the municipalities of Palm Beach County; and/or to engage in any other lawful purpose not for pecuniary profit.

ARTICLE FOUR: MEMBERSHIP

- A. Municipal Membership. Each municipality in Palm Beach County, Florida, shall be eligible and may become a member of this League upon payment of the annual dues and any assessments levied by the membership. The amount of dues shall be established from time to time by the Board of Directors and shall be ratified by the Municipal Membership prior to becoming effective.
- B. Associate Membership. Associate Membership may be provided for in the League Bylaws.
- C. Ex-Officio Membership. Ex Officio membership may be provided for in the League Bylaws.

ARTICLE FIVE: OFFICERS AND BOARD OF DIRECTORS

- A. The Officers of the Corporation shall be: President, up to three Vice-Presidents (as determined by vote of the ~~general~~ Municipal Membership and adopted in the Bylaws,) and Secretary-Treasurer. Only duly elected municipal officials shall be eligible for election as President or Vice-President(s) pursuant to the procedures established in the League Bylaws. The Secretary-Treasurer may be either an elected or appointed municipal official. The duties and responsibilities of the Officers and Directors shall be those established in the League Bylaws.
- B. The Board of Directors shall consist of the Officers of the corporation as well as the other Board Members described hereinbelow. The Officers and Board Members shall be elected according to the procedures set forth in the Bylaws; provided however, that there shall never be more than one (1) voting member elected from any municipality. In addition to the Officers, the Board of Directors shall be comprised of:

1. One (1) representative eligible Municipal Member from each of the currently effective Districts as set forth in the Bylaws, to be elected by the Municipal Members at Large; and

2. ~~One (1)~~ Six (6) representative eligible Municipal Members ~~from each of six (6) of the any Municipality qualifying as a "Large Municipality ies,"~~ defined as any municipality with a population exceeding twenty-five thousand (25,000), to be elected by the Municipal Members at Large; and

3. Two (2) additional eligible Municipal Members from any two (2) municipalities, to be elected by the Municipal Members at Large; and

4. The officers of the League as determined by the Bylaws; and

5. All past Presidents may serve as ex officio members of the Board; provided however, in order to qualify for this ex-officio board member status, the past Presidents shall be duly elected municipal officials, have no vote, and shall not be counted for the purposes of a quorum, except for the immediate past President who shall have a vote and shall be counted for the purposes of a quorum. Nothing herein shall prevent past Presidents other than the immediate past President from serving as a voting member of the Board or as an Officer of the League if duly nominated and elected.

C. All members of the Board of Directors, other than the President and Vice President(s) of the League (who shall be duly elected municipal officials as provided in these Articles), may be either duly elected municipal officials or appointed chief administrative municipal officials.

D. The Officers and Directors of the League shall be elected for a term of one (1) year. In conformance with the regular composition of the Board of Directors as set forth under Article Five, Sections B.1-3 above, vacancies occurring for any reason during the term of office for Directors shall be filled within 90 days from the date of the vacancy for the remainder of the term by the Board of Directors from the category of board members which represents the category from which the vacancy occurred (i.e. from the same District if a District appointee; any " Large Municipality" if a "Large Municipality" appointee; and/or any Member at Large if a Member at Large seat appointee), provided however that there shall still never be more than one (1) voting member elected or appointed, in case of a vacancy, from any one municipality. Vacancies occurring during the term of office for officers shall be filled for the remainder of the term of office from the remaining members of the Board by vote of the remaining members of the Board.

E. Officers and Directors who are serving in the position upon the filing of these Amended Articles and thereafter shall continue to serve in such positions until their successors are duly elected and installed.

ARTICLE SIX: MEETINGS

Officers and Directors of the League shall be elected at the Annual meeting in accordance with terms and conditions set forth in the Bylaws.

Meetings of the Board of Directors as well as Regular and Special meetings of the Municipal Membership shall be held at such times and places as provided in the Bylaws.

ARTICLE SEVEN: NOMINATIONS

The President shall appoint a Nominating Committee of not less than three (3) Municipal Members (none of whom shall be eligible for nomination) to consider and propose a slate of candidates for all elective offices for the annual election. The Nominating Committee shall obtain from each nominee a written "Consent to Serve" ~~form the League if elected~~ prior to placing his or her name in nomination and shall

announce its nominations to the membership at the March Regular membership meeting. Additional nominations may be made from the floor by ~~any~~ the voting delegate of any Municipal Member in good standing at the April regular membership meeting. Nominees from the floor must have submitted a written "Consent to Serve" form prior to their name being placed in nomination. Such "e Consent to Serve" forms shall contain an acknowledgment of the duties and responsibilities of the nominated position as set forth in the Bylaws. Prior to the Annual Meeting, each nominee's municipality shall be notified of their representative's nomination for League Office.

**ARTICLE EIGHT:
AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS**

These Articles of Incorporation may be amended, and Bylaws adopted or amended, by the affirmative vote of a simple majority of the Municipal Membership at a regular or special meeting of the Municipal Membership, provided, that notice in writing, together with copies of all proposed Bylaws and/or amendments to the Bylaws or Articles of Incorporation, shall be provided to all Municipal Members at least thirty (30) days in advance of the meeting at which action shall be taken.

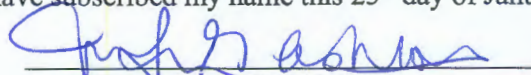
ARTICLE NINE: REGISTERED AGENT

The registered office of the corporation shall be located at 701 Northpoint Parkway, Suite 205, West Palm Beach, FL 33407. The registered agent of the corporation at that address shall be Corbett, White, Davis and Ashton, P.A. The Registered Agent may be replaced by the Board of Directors from time to time, as desired.

ARTICLE TEN: INCORPORATOR

The name and address of the subscriber of these Amended Articles of Incorporation is JENNIFER G. ASHTON, ESQ., 701 Northpoint Parkway, Suite 205, West Palm Beach, FL 33407.

IN WITNESS WHEREOF, I have subscribed my name this 25th day of January, 2017.



JENNIFER G. ASHTON, ESQ.

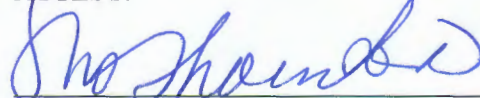
All Municipal Members are entitled to vote on proposed amendments to the Articles of Incorporation.

There were 39 Municipal Members as of January 25, 2017 when this Twelfth Amended Articles of Incorporation appeared on the agenda for approval.

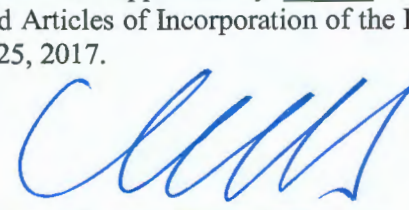
The Twelfth Amended Articles of Incorporation provide for amendments to the Articles and Bylaws by the affirmative vote of a simple majority of the Municipal Members.

27 Municipal Members were present and this document was approved by 27 voting delegates, which is sufficient for approval. This Twelfth Amended Articles of Incorporation of the Palm Beach County League of Cities, Inc. was duly adopted on January 25, 2017.

ATTEST:



Mo Thornton, Secretary



Robert M.W. Shalhoub, President

(SEAL)

