

ARTICLES OF INCORPORATION

OF

PALM BEACH COUNTY CITY MANAGEMENT ASSOCIATION INC.

**ARTICLE I  
NAME**

The name of this Corporation shall be PALM BEACH COUNTY CITY MANAGEMENT ASSOCIATION, INC., a corporation not for profit, which shall be entitled to and possessed of all of the privileges and powers of a non-profit corporation under Chapter 617, Florida Statutes.

**ARTICLE II  
DURATION**

The term of existence of the Corporation is perpetual; and corporate existence will commence on the filing of these Articles by the Department of State.

**ARTICLE III  
PURPOSE**

The general nature and purpose for which this corporation is organized shall be to provide a forum for the exchange of ideas and experiences concerning local government and enhance local government within Palm Beach County by the use of research and factual study or to engage in any other lawful purpose not for pecuniary profit.

**ARTICLE IV  
MEMBERSHIP**

The qualifications of the members and the manner of their admission to membership in this corporation shall be as follows: All persons that are employed as municipal administrators by a local government. Persons shall be admitted to membership in this corporation upon furnishing due proof, satisfactory to the Board of Directors, that they have the qualifications hereinbefore set forth or hereafter made by the Board of Directors.

**ARTICLE V  
MANAGEMENT**

The affairs of this corporation shall be managed by a President, Vice-President, Secretary-Treasurer, along with a Board of Directors of not less than three (3) nor more than five (5) members, which number may be changed by the By-Laws of the corporation from time to time. Officers and Directors of this corporation shall be elected annually and shall serve for one (1) year or until their successors are duly elected and qualified. Business address for mailing the annual report of this corporation is Palm Beach County City Management Association, 535 Park Avenue, Lake Park, Florida 33403.

**ARTICLE VI  
OFFICERS**

The names of the officers who are to manage the affairs of this corporation until the first election of officers under this Charter shall be as follows:

President: Raymond J. Howland  
Vice-President: Robert Harp  
Secretary-Treasurer: L. Dennis Whitt

#### **ARTICLE VII BOARD OF DIRECTORS**

The names and addresses of the first Board of Directors of this corporation who shall serve until the first election of a Board of Directors under this Charter are as follows:

| <u>NAME</u>                     | <u>ADDRESS</u>                                    |
|---------------------------------|---|
| RAYMOND J. HOWLAND,<br>Chairman | 501 U.S. Highway One<br>North Palm Beach, Florida |
| L. DENNIS WHITT,<br>Director    | 535 Park Avenue<br>Lake Park, Florida             |
| ROBERT HARP<br>Director         | Post Office Box 3273<br>Tequesta, FL. 33458       |

#### **ARTICLE VIII BY-LAWS**

The By-Laws of this corporation shall be made, adopted, promulgated, altered, or rescinded, by a majority vote of the members present at any regular meeting, provided the substance of a proposed amendment shall be submitted in writing at a regular meeting of the corporation and the same shall not be voted upon until the next regular meeting of the corporation.

#### **ARTICLE IX AMENDMENTS**

Amendments to the Articles of Incorporation may be proposed and adopted by a majority vote of the members present at a regular meeting provided the substance of any proposed amendment shall be submitted in writing and mailed to all the members of the corporation at least thirty (30) days before a vote thereon.

#### **ARTICLE X ANNUAL MEETINGS**

Annual meeting of this corporation shall be held as provided in the By-Laws hereof.

#### **ARTICLE XI SPECIAL MEETINGS**

The Board of Directors shall have authority to call a special meeting of this corporation provided written notice stating the time, place and purpose of such special meeting is given to each member hereof at least five (5) days prior to such meeting.

#### **ARTICLE XII REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation shall be located at 303 First Street, Suite 400, West Palm Beach, Florida. The initial registered agent of the corporation at that address shall be PAUL J. NICOLETTI.

#### **ARTICLE XIII INCORPORATOR**

The name and address of the subscriber of these Articles of Incorporation is RAYMOND J. HOWLAND, 501 U.S. Highway One, North Palm Beach, Florida.

IN WITNESS WHEREOF I have subscribed my name this \_\_\_\_\_ day  
of \_\_\_\_\_, 1984.

\_\_\_\_\_  
RAYMOND J. HOWLAND

STATE OF FLORIDA  
COUNTY OF PALM BEACH

On this \_\_\_\_\_ day of \_\_\_\_\_, 1984, before me a Notary  
Public in the aforesaid State and County, personally appeared  
RAYMOND J. HOWLAND, who is known to me to be the person named in  
and who executed the foregoing instrument and who acknowledged that  
he executed the same freely.

\_\_\_\_\_  
NOTARY PUBLIC  
My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA NAMING AGENT UPON WHOM  
PROCESS CAN BE SERVED**

In compliance with Section 48.901, Florida Statutes, the  
following is submitted:

FIRST: That PALM BEACH COUNTY CITY MANAGEMENT ASSOCIATION,  
INC., desiring to organize or qualify under the laws of the State  
of Florida, with its principal place of business in Palm Beach  
County, State of Florida, has named PAUL J. NICOLETTI, located at  
303 First Street, Suite 400, West Palm Beach, Florida, as its agent  
to accept service of process within Florida.

\_\_\_\_\_  
President

Having been named to accept service of process for the  
above-stated corporation at the place designated in this  
Certificate, I hereby agree to act in this capacity, and I further  
agree to comply with the provisions of all statutes relative to the  
proper and complete performance of my duties.

\_\_\_\_\_  
PAUL J. NICOLETTI