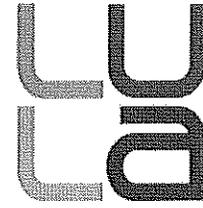


Cultural Renaissance Foundation
REGULAR MEETING
LAKE WORTH CITY HALL
COMMISSION CHAMBERS
Tuesday, September 2, 2014
5:30 P.M.



LAKE WORTH ARTS.COM

- I. ROLL CALL:
- II. PLEDGE OF ALLEGIANCE:
- III. ACTION AGENDA:
 - a. CRP Bylaws- Approve Amended Version
 - b. Nominating Committee- Selection by Chair
- IV. ADJOURNMENT:

If a person decides to appeal any decision made by the board, agency or commission with respect to any matter considered at such meeting or hearing, he or she will need a record of the proceedings, and that, for such purpose, he or she may need to ensure that a verbatim record of the proceedings is made, which record includes the testimony and evidence upon which the appeal is to be based. (F.S. 286.0105)

NOTE: ONE OR MORE MEMBERS OF ANY BOARD, AUTHORITY OR COMMISSION MAY ATTEND AND SPEAK AT ANY MEETING OF ANOTHER CITY BOARD, AUTHORITY OR COMMISSION.

THE LAKE WORTH CULTURAL RENAISSANCE FOUNDATION, INC.

BYLAWS

ARTICLE I - CORPORATE IDENTITY

1.01 NAME

The name of the corporation is The Lake Worth Cultural Renaissance Foundation, Inc.

1.02 CORPORATE EXISTENCE

These are the By-Laws of The Lake Worth Cultural Renaissance Foundation, Inc. (herein "the Corporation"), a corporation not-for-profit organized under the laws of the State of Florida. The Articles of Incorporation were filed in the Office of the Secretary of State on _____, 2010.

1.03 CORPORATE OFFICE

The Corporation shall have its principal place of business in Lake Worth, Florida, and shall be located at 29 South "J" Street, Lake Worth, FL 33460, and may have such other places of business as the Board of Directors may designate from time to time.

1.04 REGISTERED OFFICE

The Corporation shall have and continuously maintain a registered office in the State of Florida, which may be changed from time to time by the Board of Directors, and shall be memorialized in its corporate records.

1.05 NON-PROFIT OPERATION

The Corporation shall be operated exclusively for purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or comparable provisions of subsequent legislation (herein the "Code") and under Chapter 617, Florida Statutes, as amended (herein "Statute") as a corporation not-for-profit. No director of the Corporation shall have any title to or interest in the corporate property or earnings in his individual or private capacity and no part of the net earnings of the Corporation shall inure to the benefit of any trustee, director, officer or any member or individual.

1.06 PURPOSE

1.06.1 The purpose for which this corporation is formed, organized and shall always be operated is for the purposes of receiving and administering funds and operating exclusively within the meaning and parameters of Section 501(c)(3) of the Internal Revenue Code of 1986 or comparable provisions of subsequent legislation, and specifically to promote the rehabilitation, redevelopment, operation, programming, and investment related to activities, buildings and properties within the boundaries of the City of Lake Worth Community Redevelopment Agency's ("CRA") redevelopment area, including, but not limited to the CRA's Cultural Renaissance Project. This corporation is intended to be an entity which is separate, independent and autonomous from the City of Lake Worth Community Redevelopment Agency, and is not intended to exist or be construed as an agency or arm of the City of Lake Worth Community Redevelopment Agency. The principal purpose of this corporation is to promote the rehabilitation, redevelopment, operation, programming, and activities related to buildings and properties located within the boundaries of the City of Lake Worth Community Redevelopment Agency's redevelopment area, through the solicitation and administration of funding projects on behalf of the Lake Worth Community Redevelopment Agency which will ultimately assist with the CRA's Cultural Renaissance Project, in addition to the redevelopment and growth of educational, artistic, recreational, and cultural ventures, for the benefit of the residents of the City of Lake Worth.

1.06.2 In carrying out this principal purpose, this corporation shall engage in the following activities in furtherance of one or more of the corporation's exempt purposes, which activities shall collectively constitute the character of affairs of the corporation which the corporation intends to conduct in the State of Florida:

- (1) Planning, encouraging, supporting, and promoting the rehabilitation, renovation, and redevelopment of buildings and properties located with the City of Lake Worth Community Redevelopment area.
- (2) Planning, fostering, encouraging, supporting and promoting cultural activities including, but not limited to the CRA's Cultural Renaissance Project, within the Community Redevelopment area in an effort to enhance the quality of life of the residents of the City of Lake Worth;
- (3) Soliciting, receiving or generating funds from any source not inconsistent with the purposes of this corporation and soliciting, receiving or generating contributions, grants, gifts or subventions from persons, entities or any unit or agency of government;
- (4) Doing and performing any and all acts as may be necessary and/or appropriate in order to carry out the stated purposes of the corporation.

1.06.3 Pecuniary profit, gain or private advantage is not and shall not be the object of this corporation or its officers and directors. No part of the net earnings of this corporation shall inure to the benefit of, or be distributed to, its directors, officers, or other private persons.

1.06.4 The corporation shall exercise only those powers granted or permitted to not-for-profit corporations pursuant to Chapter 617, et. seq., Florida Statutes, consistent with this corporation's status as an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code. This corporation shall be prohibited from carrying on non-exempt activities beyond the permissible limits of 501(c)(3) of the Internal Revenue Code.

ARTICLE II - BOARD OF DIRECTORS

2.01 GENERAL POWERS OF THE BOARD

Subject to the limitations of the Articles of Incorporation, these Bylaws, and the Florida Not-For-Profit Corporation Act, Chapter 617, Florida Statutes, as amended, all corporate powers shall be exercised by or under the authority of the Board of Directors and the management and affairs of the Corporation shall be controlled by the Board of Directors, which is the governing body of the Corporation. The Board of Directors shall have charge, control and management of the business, property and affairs of the Corporation and shall have the power and authority to do and perform all acts and functions permitted for an organization as described in 501(c)(3) of the Internal Revenue Code which are not inconsistent with these Bylaws, the Articles of Incorporation or the laws of the State of Florida.

2.02 EMERGENCY POWERS OF THE BOARD

In anticipation of or during any emergency, if a majority of the Board of Directors cannot readily be assembled because of some event, then a majority of the Directors that can be assembled shall have the power and authority to do and perform all acts and functions, permitted for an organization described in Section 501(c)(3) of the Code and Section 617.0303, Florida Statutes, as amended, or subsequent legislation not inconsistent with these Bylaws, the Articles of Incorporation or the laws of the State of Florida.

2.03 NUMBER OF DIRECTORS

Except as otherwise provided in these Bylaws, the direction and management of the affairs shall be vested in a Board of Directors, (herein "Board of Directors"), which shall consist of a minimum of five (5) directors. The appointment of directors shall be determined as provided in Section 2.05 of this Article II.

2.04 **QUALIFICATIONS OF DIRECTORS**

Directors must be persons who are eighteen (18) years of age or older. Directors need not be residents of Florida prior to their election as Directors. In considering individuals for election to the Board, the Nominating Committee shall seek to nominate those people whom it considers can best serve the Corporation and the people it serves in Lake Worth. Geographic, ethnic, and social diversity of Board membership is encouraged, but no specific representation of regions or groups shall be required.

2.05 **APPOINTMENT AND COMPOSITION OF DIRECTORS**

The Initial Directors of the Corporation are named in the Articles of Incorporation. Members of the Board of Directors of the Corporation shall be elected or appointed as follows:

2.05.1 The Corporation shall have a Nominating Committee composed of not less than three (3) people currently serving on the Board whose terms are not expiring at the next ensuing election, as selected by the Chair of the Board of Directors. The Nominating Committee shall meet on an as needed basis throughout the year to determine criteria for Board membership and to identify and receive the resumes of prospective Board candidates. At least ten (10) days before the Corporation's Annual Meeting, the Nominating Committee shall present a slate of candidates for the number of positions of Director which the Board has fixed for the ensuing year, confirming the fact that these candidates have expressed their willingness to accept directorship responsibility. Immediately upon receipt of the report of the Nominating Committee, the Secretary shall notify each member of the Board of Directors of the names of the people nominated, and of the right of petition as provided below.

2.05.2 In addition to those candidates proposed by the Nominating Committee, names of candidates for office of Director may be nominated by petition bearing the genuine signatures of at least three (3) sitting Directors of the Corporation. Such petition shall be filed with the Secretary within five (5) days after notice has been given of the names of those nominated by the Committee. The determination of the Nominating Committee as to the legality of the petition shall be final.

2.05.3 If no petition is filed in accordance with Subsection 2.05.2, the nominations shall be closed and the nominated slate of candidates shall be declared to be elected by acclamation at the Annual Meeting. If a legal petition shall present additional candidates, a ballot at the Annual Meeting shall list all the candidates in alphabetical order, with instructions to vote for such number of candidates as shall be necessary to fill all open Directors' positions. No specification shall be made on the ballot to identify any candidate nominated by the Nominating Committee or any candidate nominated by petition.

17th

at least any time supporting by majority

Special meeting

2.05.4 In the event of an election by ballot under Subsection 2.05.3, the Secretary shall serve as supervisor of the election, and see to it that the election of members of the Board of Directors is carried out according to the terms and conditions of these Bylaws, that adequate tellers are available, that all votes of Directors eligible to vote are properly tallied, and to declare the true results of said election by written report

2.06 TERM OF OFFICE

Members of the Board of Directors shall hold office for a term of three years, except that the initial Board, as provided in the Articles of Incorporation, shall consist of one member whose term shall expire one year from the date of appointment, not less than two members whose terms shall expire two years from the date of appointment and no less than two members whose terms shall expire three years from the date of appointment, or until their successors have been duly selected. Thereafter, each term of office shall be for three year periods.

2.07 ANNUAL MEETING

The annual meeting of the Board of Directors shall be held no later than the end of the first quarter following the close of the fiscal year, or as close thereto as may be advisable, unless changed by a unanimous vote of the Board of Directors at any meeting thereof, at such time and place as the Board of Directors shall from time to time determine, for the transaction of such business as may lawfully come before the meeting. It shall be the duty of the Secretary of the Corporation to give seven (7) calendar days notice of the time, place and date of the annual meeting to each director.

2.08 REGULAR MEETINGS; NOTICE

The Board of Directors shall meet at least six (6) times each year. Regular meetings of the Board of Directors shall be held on such dates and at such times and places as the Board of Directors shall from time to time determine, for the transaction of such business as may lawfully come before each such meeting. It shall be the duty of the Secretary of the Corporation to give seven (7) calendar days notice of the time, place and date of each regular meeting to each Director. Each Director shall agree to attend at least seventy five percent (75%) of the total number of regular meetings held during each calendar year.

2.09 SPECIAL MEETINGS

Special meetings of the Board of Directors shall be held whenever called by the Secretary of the Corporation upon the direction of the Chair of the Corporation, or upon the request of a majority of the Board of Directors.

2.10 NOTICE OF SPECIAL MEETINGS

It shall be the duty of the Secretary of the Corporation to give notice of a special meeting at least seven (7) calendar days, but not more than fourteen (14) calendar days before the scheduled date of the meeting. The notice shall be delivered personally or by first class mail, via e-mail by or at the direction of the Chairperson of the Board, the Secretary or the officer or persons calling the meeting to each Director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Director at his address as it appears on the records of the Corporation, with postage thereon prepaid.

2.11 COMPENSATION

Directors shall receive no compensation for their services on the Board of Directors. This shall not prevent the Corporation from purchasing insurance as provided in Article IX or from reimbursing any Director for expenses actually and necessarily incurred in the performance of his duties as a Director as such expenses are authorized by the Board of Directors.

2.12 RESIGNATIONS

A Director may resign at any time by delivering written notice to the Board of Directors or its Chair. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. The date of resignation can be modified by a majority vote of the Board of Directors. If a resignation is given which is effective at a latter date, then the Board of Directors may fill the pending vacancy before the effective date, if the Board of Directors provides that the successor does not take office until the effective date.

2.13 REMOVAL OF DIRECTORS

Any director may be removed either with or without cause by a vote of a majority of the Board of Directors. Notice of intent to vote on a recommendation to remove a Director must be provided at least five (5) business days prior to the meeting at which the vote will be taken.

2.14 FILLING OF VACANCIES

Vacancies other than those caused by an increase in the number of Directors shall be filled by appointment by the Board of Directors. Vacancies reducing the number of Directors to less than five (5) shall be filled before the transaction of any other business. Upon the resignation of a Director tendered to take effect at a future time, the Board of Directors may appoint a successor to take office when the resignation becomes effective. Any vacancy occurring in the Board of Directors, including any vacancy resulting from an increase in the number of Directors, shall be filled by the Board of Directors in order to allow the Director to complete the current term.

2.15 DIRECTOR CONFLICTS OF INTEREST

2.15.1 No contract or other transaction between a corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;

(b) The fact of such relationship or interest is disclosed or known to the members entitled to vote on such contract or transaction, if any, and they authorize, approve, or ratify it by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee or the members.

2.15.2 Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

2.15.3 The failure of a Director to disclose the nature of his interest to the Board of Directors shall constitute grounds for removal of the Director.

2.16 STANDING RULES

The Board of Directors shall determine parliamentary procedures to be observed during meetings. Such determination shall be passed by resolution.

ARTICLE III - EXECUTIVE AND OTHER COMMITTEES

3.01 CREATION OF COMMITTEES

The Board of Directors may, by resolution passed by a majority of the whole Board:

(a) Designate an Executive Committee, a Nominating Committee, a Finance Committee, and one or more other committees, each of which committees must have at least two (2) members;

(b) Designate one or more Directors as alternate members of any such committee, who may act in the place and stead of any absent member or members at any meeting of such committee;

3.02 EXECUTIVE COMMITTEE

The Executive Committee shall consult with and advise the officers of the Corporation in the management of its affairs and may exercise, to the extent provided by resolution of the Board of Directors which creates such executive Committee, such powers of the Board of Directors as lawfully can be delegated by the Board.

3.03 OTHER COMMITTEES

Other committees shall have such functions and may exercise such powers of the Board of Directors as lawfully can be delegated, to the extent provided by resolution creating such committees.

3.04 OPERATION

The sections of these Bylaws that govern meetings, notice and waiver of notice, quorum and voting, and action without a meeting requirements of the Board of Directors apply to committees and their members as well.

3.05 MINUTES

Committees shall keep regular minutes of their proceedings and report to the Board of Directors when required or when requested by the Board.

3.06 PROHIBITED ACTIVITIES OF ANY COMMITTEES

No committee shall have the authority to:

(a) Approve or recommend to members actions or proposals required by law to be approved by members.

(b) Designate candidates for the office of Director, for purposes of proxy solicitation or otherwise;

(c) Fill vacancies in the Board of Directors or any committee thereof;

(d) Amend the Bylaws; or

(e) Authorize or approve qualifications for members.

ARTICLE IV - OFFICERS

4.01 OFFICERS

The officers of this Corporation shall be a Chair of the Board, Vice Chair, Secretary and Treasurer. All officers shall be chosen from the members of the Board of Directors. Any two (2) or more offices may be held by the same person. A failure to elect any of the aforesaid officers shall not affect the existence of the Corporation.

4.02 ELECTION AND TERM OF OFFICE

Officers of the Corporation shall be elected for a term of three (3) years (or until their successors have been duly elected and qualified) by the Board of Directors at its annual meeting. If the election of officers shall not be held at such meeting, then such election shall be held as soon thereafter as possible. Each officer shall hold office until his successor has been duly elected and shall have qualified, or until his or her death, resignation or removal from office. In no event shall a person be appointed as an officer for more than four (4) consecutive terms. A person who has served as an officer, for four (4) consecutive terms may be re-appointed as an officer after a one (1) year lapse of time from serving as an officer.

4.03 RESIGNATION AND REMOVAL

4.03.1 An officer may resign at any time by delivering notice to the Board of Directors. A resignation is effective when delivered, unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, then the Board of Directors may fill the pending vacancy before the effective date, if the Board of Directors provides that the successor does not take office until the effective date.

4.03.2 The Board of Directors may remove any officer at any time with or without cause by a vote of a majority of the Board of Directors at any regular or special meeting of the Board of Directors.

4.04 VACANCIES

A vacancy in any office because of resignation, removal, death or otherwise, may be filled by the Board of Directors for the unexpired portion of the term or until a permanent successor is elected.

4.05 CHAIR OF THE BOARD

The Chair of the Board shall be the Chief Executive Officer of the Corporation. He/She shall have general executive powers, including all powers required by law to be exercised by a president of a corporation as such, as well as the specific powers conferred by these Bylaws

or by the Board of Directors. The Chair of the Board shall preside at all meetings of the Board of Directors.

4.06 VICE CHAIR

In the absence of the Chair of the Board, or in the event of his/her death, disability or refusal to act, the Vice Chair shall perform all of the duties of the Chair of the Board and when so acting, such Vice Chair shall have all the power of and be subject to all the restrictions upon the Chair of the Board. The Vice Chair shall have general executive powers as well as the specific powers conferred by these Bylaws. The Vice Chair shall also have such further powers and duties as may be conferred upon or assigned to herein by the Board of Directors or the Chair of the Board from time to time.

4.07 SECRETARY

The Secretary shall:

- 4.07.1 Prepare minutes of meetings of the Board of Directors and members;
- 4.07.2 Organize and supervise elections required herein;
- 4.07.3 Authenticate records of the Corporation;
- 4.07.4 Keep the minutes of the proceedings of the Board of Directors and the members in one or more books provided for that purpose;
- 4.07.5 See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- 4.07.6 Be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized;
- 4.07.7 Be the registrar of the Corporation; and
- 4.07.8 In general, perform all duties incident to the office of Secretary and such other duties as may be assigned to him by the Board of Directors from time to time.

4.08 TREASURER

The Treasurer shall:

- 4.08.1 Have charge and custody of, and be responsible for, all funds and assets of the Corporation;
- 4.08.2 Receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select; and
- 4.08.3 In general, perform all of the duties as may be assigned to him by the Chair of the Board or by the Board of Directors from time to time. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

4.09 DELEGATION OF DUTIES

In the case of the absence of an officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board may delegate the powers and duties of such officer to any other officer or officers or to any Director or Directors or to any other individual or individuals.

4.10 SALARIES OF OFFICERS

- 4.10.1 By resolution of the Board of Directors, the officers may be paid their properly documented, reasonable expenses incurred in connection with the performance of their duties as officers, if any.
- 4.10.2 The officers of the Corporation shall not be entitled to any compensation for services rendered in their capacity as officers to the Corporation.

ARTICLE V - EXECUTION OF INSTRUMENTS

5.01 AUTHORITY FOR EXECUTION OF INSTRUMENTS

Formal contracts of the corporation, promissory notes and other evidences of indebtedness and other corporate documents shall be signed by the Chair and by the Secretary or Treasurer unless otherwise specifically determined by the Board of Directors, or otherwise required by law. Unless expressly authorized by these Bylaws or the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it pecuniarily liable for any purpose or in any amount.

ARTICLE VI - FISCAL YEAR

6.01 FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of October and end on the last day in September of each year.

ARTICLE VII - CORPORATE RECORDS, REPORTS AND SEAL

7.01 RECORDS

The Corporation shall keep as permanent records minutes of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by any committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation. The Corporation shall maintain accurate accounting records. The Corporation shall maintain its records in written form or in some other form capable of conversion into written form in compliance with State Law.

7.02 ANNUAL REPORTS

On or after April 1 and on or before October 1 of each year, the Corporation shall deliver to the Florida Department of State for filing a sworn annual report, on such forms as the Department of State may prescribe and containing such information as is prescribed by law. Similar reports shall be filed as required by law in those jurisdictions other than the State of Florida where the Corporation may be authorized to transact business.

7.03 FINANCIAL STATEMENTS

7.03.1 Unless modified by a resolution of the members not later than four (4) months after the close of each fiscal year, this Corporation shall prepare a balance sheet showing in reasonable detail the financial condition of the Corporation as of the close of its fiscal year and a profit and loss statement showing the results of the operations of the Corporation during its fiscal year.

7.03.2 Upon the written request of any member, the Corporation shall mail to such member a copy of the most recent such balance sheet and profit and loss statement.

7.03.3 The balance sheet and profit and loss statements shall be filed in the registered office of the Corporation in this State, shall be kept in conformance with applicable state and federal laws, and shall be subject to inspection during business hours by any member, in person or by agent.

7.04 **AUDIT**

The financial records of the corporation shall be audited not less than annually by an independent certified public accountant.

ARTICLE VIII - PROHIBITED ACTIONS AND ACTIVITIES

8.01 **DIVIDENDS PROHIBITED**

The Board of Directors of the Corporation may not declare or pay dividends in cash or property to any member, Director or officer, and no part of the net income of the Corporation shall otherwise be distributed to or inure to the benefit of any member, officer or Director, for furtherance of purposes other than those set forth in the Articles of Incorporation.

8.02 **PROHIBITED ACTIVITIES**

Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on:

8.02.1 By a corporation exempt from Federal income tax under 501(c)(3) of the Code; or

8.02.2 By a corporation, contributions to which are deductible under Code Section 170.

8.03 **LOANS PROHIBITED**

Loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, or prohibited by the Corporation exempt from Federal income tax under the Code may not be made by the Corporation to its Directors, officers, employees, or to any other corporation, firm, association, or other entity in which one or more of its directors, officers, or employees is a director, officer, or employee or holds a substantial financial interest. A loan made in violation of this Section is a violation of the duty to the Corporation of the Directors and officers authorizing it or participating in it, by the obligation of the borrower with respect to the loan may not be affected hereby.

ARTICLE IX - INDEMNIFICATION AND INSURANCE

9.01 **INDEMNIFICATION**

The Corporation shall indemnify its directors and officers to the fullest extent permitted by the Florida Not-For-Profit Corporation Act, Chapter 617, Florida Statutes. If the Florida Not-For-Profit Corporation Act, Chapter 617, Florida Statutes, is hereinafter amended to

authorize corporate action further eliminating or limiting the personal liability of directors or officers then the personal liability of a director or officer of the corporation shall be eliminated or limited to the fullest extent permitted by the Florida Not-For-Profit Corporation Act, Chapter 617, Florida Statutes, as so amended from time to time.

9.02 INSURANCE

The Corporation may purchase and maintain insurance on behalf of any Director, officer, employee or agent of the Corporation, or on behalf of any person serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against that person and incurred by that person in any such corporation, whether or not the corporation has the power to indemnify that person against liability for any of those acts.

ARTICLE X -- AMENDMENT AND DISSOLUTION

10.01 AMENDMENT

These Bylaws may be altered, amended or repealed by an affirmative vote of no less than four members of the Directors present at a duly noticed Regular or Special meeting of the Board of Directors at which a quorum is present, provided that written notice of the amendment and its contents shall have been mailed and/or e-mailed to each Director at least fifteen (15) days prior to the Regular or Special meeting.

10.02 DISSOLUTION

The Corporation may be dissolved without judicial supervision by adopting a resolution to dissolve, which must be approved by the Board of Directors and by its members, as provided in these Bylaws or Articles of Incorporation. In the event of dissolution, the residual assets of the corporation shall be turned over to one or more organizations which themselves are exempt from federal income tax as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE XI - NON-STOCK BASIS

11.01 NON-STOCK BASIS

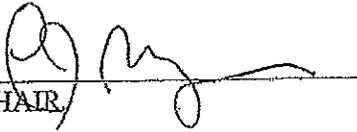
This corporation shall have no capital stock.

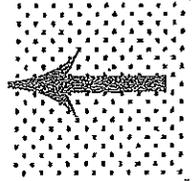
ARTICLE XII - CORPORATE SEAL

12.01 FORM

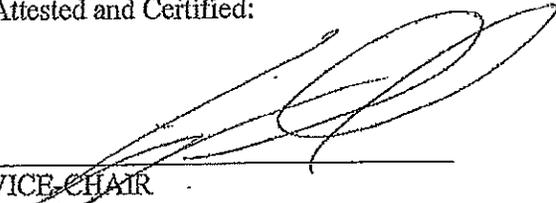
The seal of the Corporation shall have the name of the Corporation, the State, the year of its incorporation and the words "Corporate Seal" inscribed thereon.

These Bylaws for The Lake Worth Cultural Renaissance Foundation, Inc. are hereby adopted by the Board of Directors on June 8, 2010.


CHAIR



Attested and Certified:


VICE-CHAIR

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SECOND AMENDMENT TO THE BYLAWS

LAKE WORTH CULTURAL RENAISSANCE FOUNDATION, INC.

Pursuant to Article XI of the Articles of Incorporation of the Lake Worth Cultural Renaissance Foundation, Inc., the Board of Directors of the Lake Worth Cultural Renaissance Foundation hereby adopt the following amendments to the Bylaws previously adopted on July 30, 2010, and amended on September 9, 2011:

1. Article II, "Board of Directors" is hereby amended to read as follows:

Section 2.05. APPOINTMENT AND COMPOSITION OF DIRECTORS

The Initial Directors of the Corporation shall be the members of the Lake Worth Community Redevelopment Agency Board of Commissioners. Subsequent members of the Board of Directors of the Corporation shall be elected or appointed by the Commissioners of the Lake Worth Community Redevelopment Agency as follows:

Except as amended herein, the Bylaws as previously adopted, and amended, are hereby ratified and confirmed.

The foregoing were adopted as the Second Amendment to the Bylaws of the Lake Worth Cultural Renaissance Foundation, Inc., a corporation not-for-profit under the laws of the State of Florida on this 02 day of September, 2011.

**LAKE WORTH CULTURAL RENAISSANCE
FOUNDATION, INC.**

President

Secretary

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared CARY SABOL, who
_____ produced _____ as identification, or is personally know to me, by

the persons who executed the foregoing Amendment to Bylaws, before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS THEREOF, I have hereunto set my hand and this 22ND day of SEPT., 2011.



EMILIA THEODOSSAKOS
MY COMMISSION # DD 987872
EXPIRES: July 4, 2014
Bonded Thru Budget Notary Services

A handwritten signature in black ink, appearing to read "Emilia Theodosakos".

Notary Public

My commission expires:

DNT:dnt

\\2010\100441\Second Amendment to Lake Worth Cultural Renaissance Foundation BylawsREVI.doc

**LAKE WORTH CULTURAL RENAISSANCE FOUNDATION, INC.
FIRST AMENDMENT TO ARTICLES OF INCORPORATION**

This First Amendment to the Articles of Incorporation for the Lake Worth Cultural Renaissance Foundation, Inc., hereinafter referred to as "corporation" or "organization", filed August 9, 2010 with the State of Florida Secretary of State, amends the following provision of the Articles of Incorporation to read as follows:

1. **Article III** of the Articles of Incorporation is amended to read as follows:

The Corporation's purposes are: (a) to be organized exclusively for charitable, religious, educational and/or scientific purposes, including, but not limited to, such objectives as the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Specifically, the corporation is operated exclusively for the benefit of, to perform the functions of, or to conduct the purposes of, the Lake Worth Community Redevelopment Agency.

2. All other terms contained in the Articles of Incorporation originally filed on August 9, 2010, not in conflict herewith, shall remain in full force and effect.

Dated: _____

8/18/2011

By: _____

Signature

Print Name

Title

DNT:dnt

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SECOND AMENDMENT TO THE BYLAWS

LAKE WORTH CULTURAL RENAISSANCE FOUNDATION, INC.

Pursuant to Article XI of the Articles of Incorporation of the Lake Worth Cultural Renaissance Foundation, Inc., the Board of Directors of the Lake Worth Cultural Renaissance Foundation hereby adopt the following amendments to the Bylaws previously adopted on July 30, 2010, and amended on September 9, 2011:

1. Article II, "Board of Directors" is hereby amended to read as follows:

Section 2.05. APPOINTMENT AND COMPOSITION OF DIRECTORS

The Initial Directors of the Corporation shall be the members of the Lake Worth Community Redevelopment Agency Board of Commissioners. Subsequent members of the Board of Directors of the Corporation shall be elected or appointed by the Commissioners of the Lake Worth Community Redevelopment Agency as follows:

Except as amended herein, the Bylaws as previously adopted, and amended, are hereby ratified and confirmed.

The foregoing were adopted as the Second Amendment to the Bylaws of the Lake Worth Cultural Renaissance Foundation, Inc., a corporation not-for-profit under the laws of the State of Florida on this 02 day of September, 2011.

**LAKE WORTH CULTURAL RENAISSANCE
FOUNDATION, INC.**

President

Secretary

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared CARY SABOL, who
produced _____ as identification, or is personally know to me, by

the persons who executed the foregoing Amendment to Bylaws, before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS THEREOF, I have hereunto set my hand and this 22ND day of SEPT., 2011.



EMILIA THEODOSSAKOS
MY COMMISSION # DD 087672
EXPIRES: July 4, 2014
Bonded thru Budget Notary Services

Emilia Theodosakos

Notary Public

My commission expires:

DNT:dnt

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