

073.

**ANNUAL AND SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF
POMPANO BEACH FINANCE CORPORATION**
(A Florida Not-for-Profit Corporation)

An annual and special meeting of the Board of Directors of the Pompano Beach Finance Corporation (the "Corporation") was held in the City Commission Chambers, located at 100 West Atlantic Boulevard, Pompano Beach, FL 33060, on February 24, 2015 at 5:30 p.m.

The following ex officio members of the Board of Directors of the Corporation were present:

Lamar Fisher
Charlotte Burrie
Barry Dockswell
Rex Hardin
Barry Moss
Ed Phillips

A quorum being present, Lamar Fisher called the meeting to order at approximately 5:30 p.m., and Asceleta Hammond kept the minutes.

1. The first order of business was to amend the Articles of Incorporation of the Pompano Beach Finance Corporation (the "Corporation") to be consistent with Article II, Section 2 of the Corporation's Bylaws by clarifying that the number of members of the Board of Directors of the Corporation will be the same as the number of members of the Pompano Beach City Commission from time to time, but never less than three, and to authorize the City's staff and bond counsel to take the actions necessary to accomplish such amendment.

Upon motion duly made, seconded and carried, this action was approved, and confirmed.

2. The second order of business was the acknowledgment by the Board that the notice of the meeting was published in a newspaper of general circulation, a copy of which publication is made part of the record, and waiver of all formal requirements that notice of such meetings be given.

Upon motion duly made, seconded and carried, this action was approved, and confirmed.

3. The third order of business was the ratification of all prior actions by the City Attorney relating to the reinstatement of the Pompano Beach Finance Corporation.

Upon motion duly made, seconded and carried, this action was approved, ratified and confirmed.

4. The fourth order of business was the election of members of the Board of Directors of the Pompano Beach Finance Corporation. In accordance with the Corporation's Articles of Incorporation, the members of the City Commission of the City of Pompano Beach, Florida, as same exist from time to time, automatically serve as the members of the Board of Directors and, accordingly, upon motion duly made, seconded and carried, the following were elected as members of the Board of Directors of the Corporation.

Lamar Fisher as Chairperson
Charlotte Burrie as Vice Chairperson
Barry Dockswell as Director
Rex Hardin as Director
Barry Moss as Director
Ed Phillips as Director

5. The fifth order of business was the election of the Officers of the Pompano Beach Finance Corporation. The following persons were nominated:

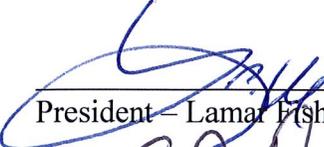
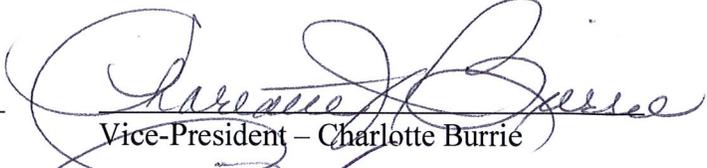
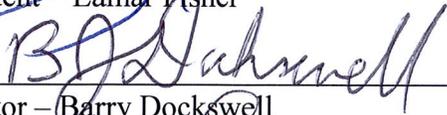
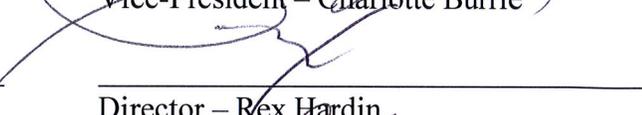
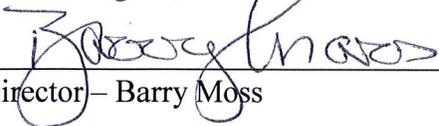
Lamar Fisher - President
Charlotte Burrie - Vice President
Suzette Sibble - Treasurer
Asceleta Hammond – Secretary

A vote of the Board of Directors of the Corporation was taken and the nominees were unanimously elected as officers of the Corporation to serve until the next annual meeting and until their successors are elected and qualified.

6. The sixth order of business was the consideration of the Fiscal Year 2015 and Fiscal Year 2016 annual budget of the Corporation, and accordingly, upon motion duly made, seconded and carried, the Board of Directors of the Corporation approved the Fiscal Year 2015 and Fiscal Year 2016 annual budget of the Corporation and otherwise waived all formal requirements relating to delivery of the Fiscal Year 2015 and Fiscal Year 2016 annual budget to the Board of Directors as set forth in the Bylaws of the Corporation.
7. The final item to come before the meeting was the ratification of all prior acts of Board of Directors of the Corporation and Officers. Upon motion duly made, seconded and carried, the actions of the Board of Directors and Officers of the Corporation from the date of incorporation of the Corporation until the date of this meeting were ratified and confirmed as the acts of the Corporation.

There being no further business to come before the meeting, a motion was made, duly seconded and carried and the meeting was adjourned.

Dated March 13, 2015.

 _____ President – Lamar Fisher	 _____ Vice-President – Charlotte Burrie
 _____ Director – Barry Dockswell	 _____ Director – Rex Hardin
 _____ Director – Barry Moss	 _____ Director – Ed Phillips

I, the undersigned Secretary to the Board of Directors of the Corporation do hereby certify that the above is a true and correct copy of the minutes unanimously adopted at a meeting of the Board of Directors of the Corporation held on February 24, 2015, at which a quorum was present and voted. I further certify that the above minutes continue in full force and effect.

IN WITNESS WHEREOF, I have hereunto affixed my hand and the seal of the corporation this 13th day of March, 2015.

By: 
Asceleta Hammond, Secretary