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COR AMND/RESTATE/CORRECT OR O/D RESIGN

THE GREATER HAINES CITY AREA CHAMBER OF COMMERCE

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
THE GREATER HAINES CITY CHAMBER OF COMMERCE,
HEREBY RENAMED
HAINES CITY—NORTHEAST POLK COUNTY REGIONAL CHAMBER OF
COMMERCE, INC.**

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The undersigned are the president and vice president of the above-named corporation. The undersigned hereby certify that the

ARTICLE I

The name of this Corporation was **THE GREATER HAINES CITY CHAMBER OF COMMERCE, INC.** and is hereby changed to **HAINES CITY—NORTHEAST POLK COUNTY REGIONAL CHAMBER OF COMMERCE, INC.** The principal place of business IS 35610 Highway 27, P.O. Box 986, Haines City, Florida 33845-0986 and the mailing address of the Corporation is Highway 27 North, P.O. Box 986, Haines City, Florida 33845-0986.

ARTICLE II

The duration of the Corporation shall be perpetual.

ARTICLE III

The purposes for which the Corporation is to act as the chamber of commerce for the Greater Haines City Area, including Northeastern Polk County as may be permitted under section 501(c)(6) of the Internal Revenue Code. The Corporation shall not engage in a regular business in a kind ordinarily carried on for profit or the performance of particular services for individual persons.

ARTICLE IV

The corporation shall have members. The number of members, members' qualifications, and other matters pertaining to members shall be as provided in the bylaws, but members must have a business interest in the area served by the corporation.

ARTICLE V

The property of this Corporation is irrevocably dedicated to the stated purposes, and no part of the net earnings or assets of this Corporation shall inure to the benefit of a director, officer, or member of the Corporation or any private individual. No substantial part of the activities of this Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this Corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States tax code) or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States tax code).

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ARTICLE VI

Upon the winding up and dissolution of this Corporation, after paying or adequately providing for debts and obligations of the Corporation, the remaining assets shall be distributed to any organization designated by the board of directors that is organized and operated for Haines City civic purposes and is a corporation exempt from federal income tax under Section 501 (c)(6) or 501(c)(3)of the Internal Revenue Code of 1986 (or the corresponding section of any future United States tax code).

ARTICLE VII

The number of directors shall be no less than seven. Directors' qualifications, the manner of electing directors, and other matters pertaining to directors shall be as provided in the bylaws. To the extent permitted by law, no director, officer, or member of the Corporation shall be personally liable for any debts, liabilities, or obligations of the Corporation.

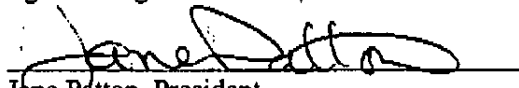
ARTICLE VIII

The address of the Registered Office of the Corporation and the name of the initial Registered Agent at that address at the time of the adoption of these articles are:

Name: Jane Patton

Street Address: 35610 US Highway 27 North, PO Box 986, Haines City, FL 33844

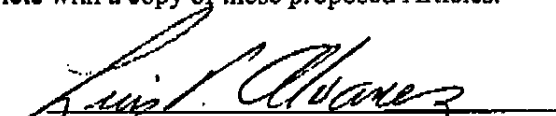
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Jane Patton, President

ARTICLE IX

These Articles were adopted by a vote of more than 2/3rds in favor by the members of the corporation at a meeting held on September 21, 2006 after written notice was served to the members at least 10 days in advance of the meeting, complete with a copy of these proposed Articles.


Bobbi Freeman, Chairman


Luis Alvarez, Vice Chairman