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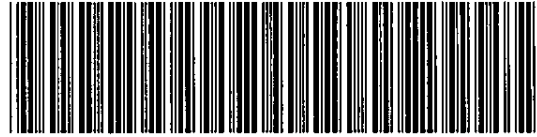
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*Amended &
Restated
Articles*

RECEIVED
08 FEB 28 PM 12:51
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2008 FEB 28 AM 3:01
DEPARTMENT OF STATISTICS
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
[Handwritten Signature]



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 464322 4329479
AUTHORIZATION :
COST LIMIT : \$43.75

[Handwritten signature]

ORDER DATE : February 28, 2008
ORDER TIME : 10:20 AM
ORDER NO. : 464322-005
CUSTOMER NO: 4329479

DOMESTIC AMENDMENT FILING

NAME: GREATER ORLANDO CHAMBER OF
COMMERCE, INC.

EFFECTIVE DATE:

XX AMENDED AND RESTATED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Joyce Markley -- EXT# 2930

EXAMINER'S INITIALS: _____

FILED

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
GREATER ORLANDO CHAMBER OF COMMERCE, INC.
(a Florida corporation, not for profit)

2008 FEB 28 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Sections 617.1002, 617.1006 and 617.1007 of the Florida Not For Profit Corporation Act, the undersigned does hereby file the following Amended and Restated Articles of Incorporation of Greater Orlando Chamber of Commerce, Inc., a Florida corporation, not for profit, originally incorporated as the Orlando Area Chamber of Commerce, Inc., duly organized to do business under the laws of the State of Florida, with its Certificate of Incorporation having been filed with the office of the Secretary of State on the 14th day of December, 1964, and its previous Amended and Restated Articles of Incorporation having been filed with the office of the Secretary of State on the 19th day of June, 1986.

The members of the Board of Directors of the Corporation have proposed to amend and restate the Corporation's previous Amended and Restated Articles of Incorporation, and such Board of Directors and members of the Corporation have voted to so amend and restate the Corporation's previous Amended and Restated Articles of Incorporation. Therefore, Articles I through XI of the Corporation's previous Amended and Restated Articles of Incorporation are deleted in their entirety and are amended and restated as follows:

ARTICLE I

Name and Location of Principal Office

The name of this Corporation is Greater Orlando Chamber of Commerce, Inc., a Florida corporation, not for profit. Its principal office of business shall be at 75 South Ivanhoe Boulevard, Orlando, Florida, 32804, with branch offices at such places as the Board of Directors may from time to time by resolution provide.

ARTICLE II

Term

This Corporation shall exist perpetually until dissolved by due process of law.

ARTICLE III

General Purposes

This Corporation is formed for the purposes of (a) serving as the leading pro-business organization to ensure all programs and services effectively contribute to the future growth of the Greater Orlando Business Community; (b) preserving the competitive enterprise system; (c) providing leadership on major economic, social, and political issues; (d) directing member

resources toward important community issues; (e) engaging in all other activities permitted under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV

Activities Not Permitted

This Corporation shall observe all local, state and federal laws which apply to a non-profit organization as defined in section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE V

Dedicated and Distribution of Assets

No part of the net earnings of this Corporation shall inure to the benefit of any member, director, or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes) and no member, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. Notwithstanding the foregoing, the Corporation may make distributions to, or for the benefit of, the Class B Member of the Corporation, Central Florida Partnership, Inc., a Florida corporation, not for profit.

In the event of dissolution, the residual assets of this Corporation will be turned over to the Class B Member, or if such corporation shall no longer exist, to one or more organizations which themselves are exempt as organizations described in Section 501(c)(6) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future United States Internal Revenue law, or to the Federal, State, or local government for exclusive public purpose.

ARTICLE VI

Management of Corporate Affairs

Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors (or Board of Governors). The number of directors of the Corporation may be increased or diminished from time to time by the Bylaws, but shall never be less than three (3).

The meeting of directors for the purpose of electing new directors shall be held annually. The directors shall serve for terms as regulated by the Bylaws.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all directors shall individually or collectively consent in

writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of this Corporation authorize the directors so to act. Such a statement shall be prima facie evidence of such authority.

Class B Member. All actions of the members, the Board of Directors, the Executive Board, all committees set forth in the Bylaws, all project teams, task forces and advisory committees of the Corporation, and any officer of the Corporation shall be subject to the prior approval of the Class B Member of the Corporation, Central Florida Partnership, Inc., a Florida corporation, not for profit, including, without limitation, the selection of nominees and the election, selection, approval or removal of directors, officers and members. All powers and authority of the members, the Board of Directors, the Executive Board, all committees set forth in the Bylaws, all project teams, task forces and advisory committees of the Corporation, and any officer of the Corporation may be exercised instead by the Class B Member in its sole and absolute discretion.

ARTICLE VII

Indemnification

Every person who now is or hereafter shall be a director or officer of the Corporation shall be indemnified by the Corporation against all costs and expenses (including counsel fees) hereafter reasonable incurred by or imposed upon him or her in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which she or he is or shall be made a party by reason of his or her being or having been a director or officer of the Corporation (whether or not she or he is a director or officer of the Corporation at the time he or she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon her or him) except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been negligent in the performance of her or his duties as such director or officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE VIII

Membership

All persons, firms and corporations interested in the economic well-being of the Orlando area, or who desire to preserve and promote any of the objectives of the Corporation, shall be eligible for membership as Class A Members of the Corporation. All applications for Class A membership shall be in writing to the Corporation, said application constituting an agreement on the part of the applicant, if selected, to adhere to all Bylaws, policies and procedures adopted by the Board of Directors for the Corporation. The admission of an applicant to Class A

membership shall be approved by the Board of Directors in such manner as is provided by the Bylaws. Class A Members shall have the rights and duties of "members" set forth herein and in the Bylaws, except for those rights that are reserved to the Class B Member. Any Class A Member may resign from the Corporation upon written notice to the Board of Directors.

The Class B Member of the Corporation shall be Central Florida Partnership, Inc., a Florida corporation, not for profit. The Class B Member shall have the rights, but not the duties, of a Class A Member set forth in herein and in the Bylaws. In addition, all actions of the Class A Members, the Board of Directors, the Executive Board, all committees set forth in the Bylaws, all project teams, task forces and advisory committees of the Corporation, and any officer of the Corporation, shall be subject to the prior approval of the Class B Member, including, without limitation, the selection of nominees and the election, selection, approval or removal of directors, officers and Class A Members. All powers and authority of Class A Members, the Board of Directors, the Executive Board, all committees set forth in the Bylaws, all project teams, task forces and advisory committees of the Corporation, and any officer of the Corporation may be exercised instead by the Class B Member, in its sole and absolute discretion.

ARTICLE IX

Bylaws

The Board of Directors of this Corporation may adopt such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as such directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by a majority vote of the directors present at any regular or special meeting called for that purpose, except that the Board of Directors may not make or alter any bylaws fixing their number, qualifications, selection, or term of office. Any Bylaw changes are subject to any limitations set forth in the Florida Not For Profit Corporation Act concerning corporate action that must be authorized or approved by members of the Corporation. Any Bylaw amendment must be approved by the Class B Member before taking effect. In addition, and notwithstanding the foregoing, the Bylaws may be amended by action of the Class B Member, in its sole discretion.

ARTICLE X

Amendments to Articles of Incorporation

Amendments to these Articles of Incorporation shall be proposed by the Board of Directors and, upon such proposal, shall be presented for adoption by a majority vote of the members present at the next Annual Meeting of the Corporation or at a special meeting called for that purpose, provided that for any meeting so called, at least twenty (20) days notice in writing shall be given to such members, of the fact that an amendment to the Articles of Incorporation is to be considered and that the context of any such amendments shall be stated in such notice. Any amendment to the Articles of Incorporation must be approved by the Class B Member in order for the amendment to be adopted. In addition, and notwithstanding the foregoing, the Articles

of Incorporation may be amended by action of the Class B Member, in its sole discretion, without the recommendation of the Board of Directors or the approval of the Class A Members.

ARTICLE XI

Registered Office and Agent

The name and address of the registered agent of this Corporation is Jacob V. Stuart, President, Orlando Regional Chamber of Commerce, 75 South Ivanhoe Boulevard, Orlando, Florida 32804.

The foregoing Amended and Restated Articles of Incorporation contain certain amendments to the Corporation's previous Amended and Restated Articles of Incorporation. These Amended and Restated Articles of Incorporation, and the amendments contained therein, were duly adopted in accordance with Section 617.1002 of the Florida Not For Profit Corporation Act. They were approved and proposed to the members by unanimous vote of the Board of Directors of the Corporation on November 28, 2007; and they were adopted by unanimous vote of the members of the Corporation at a special meeting of the members, properly called for that purpose, on December 12, 2007.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed as of the 12th day of December, 2007.

GREATER ORLANDO CHAMBER OF
COMMERCE, INC., a Florida corporation,
not for profit

By: _____

Kelley P. Mossburg, Chair

By: _____

Jacob V. Stuart, President and Secretary

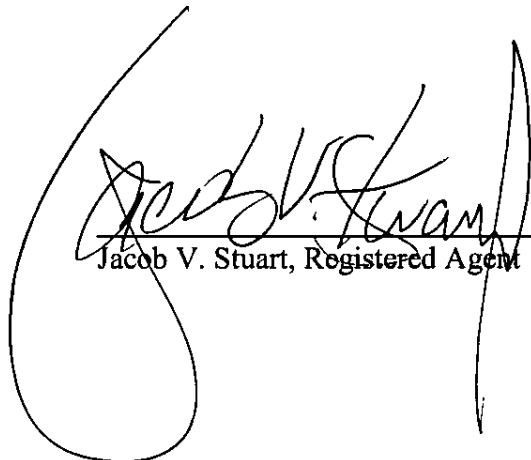
REGISTERED AGENT CERTIFICATE

This certificate is submitted in compliance with Section 617.0501 of the Florida Not For Profit Corporation Act. Greater Orlando Chamber of Commerce, Inc., with its registered office, as indicated in Article XI of the foregoing Amended and Restated Articles of Incorporation, at 75 South Ivanhoe Boulevard, in the City of Orlando, County of Orange, State of Florida 32804, has named Jacob V. Stuart, whose business office is located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned hereby accepts appointment as registered agent and agrees to act in such capacity. I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

DATED: December 12, 2007



Jacob V. Stuart, Registered Agent