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Division of Corporations

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ECONOMIC DEVELOPMENT COMMISSION OF
MID-FLORIDA, INCORPORATED,
A FLORIDA NOT FOR PROFIT CORPORATION**

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In accordance with the Articles of Incorporation of Economic Development Commission of Mid-Florida, Incorporated, a Florida not-for-profit corporation (the "Corporation"), and the provisions of Sections 617.1002 and 617.1007 of the Florida Not for Profit Corporation Act, the members of the Corporation, at a meeting of such members held on January 24, 2017 cast a number of votes sufficient for approval of the amendment and restatement of the Corporation's articles of incorporation. Accordingly, the articles of incorporation of the Corporation are hereby amended and restated in their entirety to read as follows:

**ARTICLE I
NAME OF CORPORATION, MAILING ADDRESS
AND ADDRESS OF PRINCIPAL OFFICE**

The name of the Corporation is Economic Development Commission of Mid-Florida, Incorporated. The mailing address of the Corporation is 301 East Pine Street, Suite 900, Orlando, Florida 32801, and the Corporation's principal office is located at 301 East Pine Street, Suite 900, Orlando, Florida 32801.

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 301 East Pine Street, Suite 900, Orlando, Florida 32801, and the name of the registered agent for the Corporation is Crystal R. Sircy.

**ARTICLE III
PURPOSES**

Section 1. The specific and primary purposes of the Corporation are to engage in activities that will provide the Central Florida region with a durable competitive advantage in global competition for quality jobs, economic growth, broad-based prosperity and a sustainable quality of life.

Section 2. Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the Corporation shall operate at all times and in such a way that will allow the Corporation to continue to qualify as an organization exempt from taxation under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provisions of any future federal tax laws; and shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(6) the Code.

ARTICLE IV
POWERS

The Corporation shall be authorized to exercise the powers permitted corporations not for profit under Chapter 617, Florida Statutes; provided, however, that the Corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized within the meaning of Section 501(c)(6) of the Code.

ARTICLE V
MEMBERSHIP

The Corporation will have members with such voting rights as may be set forth in these Amended and Restated Articles of Incorporation or in the bylaws of the Corporation (the "Bylaws"). The board of directors of the Corporation (the "Board of Directors") will have the power to set the qualifications and criteria for the admission of members and the rights of members, including, without limitation, the establishment of differing classes of members and the rights of members of each such class of members. No person or organization will have the right to become a member and membership in the Corporation will be in the sole discretion of the Board of Directors.

ARTICLE VI
BOARD OF DIRECTORS

Section 1. The Board of Directors will consist of not fewer than three (3) members. Except as otherwise provided in the Bylaws, all corporate powers must be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, the Board of Directors.

Section 2. Members of the Board of Directors will be elected or appointed in accordance with the applicable provisions of the Bylaws.

ARTICLE VII
DEDICATION OF ASSETS AND DISSOLUTION


Section 1. The property of the Corporation is irrevocably dedicated to the purposes set forth herein and no part of the net earnings or assets of the Corporation shall inure to the benefit of any officer or director of the Corporation or to the benefit of any private individual. When appropriate, the Board of Directors may determine to reasonably compensate any officer or director of the Corporation in accordance with and commensurate with the services performed by such person.

Section 2. Upon the dissolution and winding up of the Corporation, its assets remaining after payment or provision for payment of its debts and liabilities shall be distributed to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) or Section 501(c)(6) of the Code, or the corresponding provisions of any future federal tax laws, or to or among, the United States of America, the State of Florida or any local government(s) for exclusive public purposes.

ARTICLE VIII
AMENDMENT OF ARTICLES

These Amended and Restated Articles of Incorporation may be amended or restated with the approval of a majority of the members of the Corporation represented at a meeting at which a quorum of the members is established in accordance with the Bylaws; provided, however, that any amendment to these Amended and Restated Articles of Incorporation that is made within one (1) year of the filing of these Amended and Restated Articles of Incorporation and that only changes the name of the Corporation will not require the approval of the members of the Corporation.

IN WITNESS WHEREOF, the undersigned duly authorized officer of the Corporation has executed these Amended and Restated Articles of Incorporation this 31st day of January, 2017.


Crystal R. Sircy, Executive Vice President

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of Economic Development Commission of Mid-Florida, Incorporated, and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of such duties, and is familiar with and accepts the obligations of the position as registered agent.


Crystal R. Sirey