

NO4000001429

(Requestor's Name)

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PICK-UP WAIT MAIL

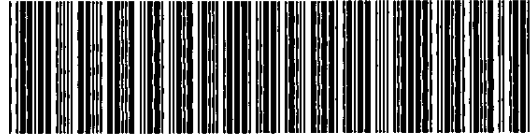
(Business Entity Name)

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12 FEB 14 11:10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

*Amend
restated
MC*

FEB 15 2012
T. LEMIEUX

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Greater Eastern Collier County Chamber of Commerce, Inc.

DOCUMENT NUMBER: N04000001429

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Bernardo Barnhart

(Name of Contact Person)

Florida Community Bank, N.A.

(Firm/ Company)

1400 N. 15th Street

(Address)

Immokalee, FL 34142

(City/ State and Zip Code)

bbarnhart@fcb1923.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Bernardo Barnhart

(Name of Contact Person)

at (**239**) **552-1776 or 229-3697**

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee \$43.75 Filing Fee & \$43.75 Filing Fee & \$52.50 Filing Fee
Certificate of Status Certified Copy Certificate of Status
(Additional copy is Certified Copy
enclosed) (Additional Copy is
enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 1, 2012

BERNARDO BARNHART
1400 N. 15 ST
IMMOKALEE, FL 34142

SUBJECT: THE GREATER EASTERN COLLIER COUNTY CHAMBER OF
COMMERCE, INC.
Ref. Number: N04000001429

We have received your document for THE GREATER EASTERN COLLIER
COUNTY CHAMBER OF COMMERCE, INC. and your check(s) totaling \$35.00.
However, the enclosed document has not been filed and is being returned for the
following correction(s):

Bylaws are not filed with this office. Please retain them for your records.

If you are Amending the Articles of Incorporation please title your attachment
Amended Restated Articles.

Please return your document, along with a copy of this letter, within 60 days or
your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call
(850) 245-6957.

Tracy L Lemieux
Regulatory Specialist II

Letter Number: 012A00003615

RECEIVED

12 FEB 14 AM 8:51

TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

The Greater Eastern Collier County Chamber of Commerce, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N04000001429

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The Immokalee Chamber of Commerce, Inc.

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

N/A

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

N/A

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

Bernardo Barnhart

1400 N. 15th Street

(Florida street address)

New Registered Office Address:

Immokalee

(City)

Florida 34142

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Bernardo Barnhart

Signature of New Registered Agent, if changing

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12 FEB 14 11:10:52

APPROVED
AND
FILED

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
 (Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

Change PT John Doe
 Remove V Mike Jones
 Add SV Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>P</u>	<u>Fred Thomas</u>	<u>1205 Orchid Lane</u> <u>Immokalee, Fl 34142</u>
2) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>P</u>	<u>Bernardo Barnhart</u>	<u>1400 N. 15th Street</u> <u>Immokalee, Fl 34142</u>
3) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>V</u>	<u>Everett D. Loukonen</u>	<u>P.O. Box 1990</u> <u>Immokalee, Fl 34143</u>
4) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>T</u>	<u>Arthur Joseph Roth</u>	<u>5076 Annunciation Circle #101</u> <u>Ave Maria, Fl 34142</u>
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

Amending all articles, please see attached.

The date of each amendment(s) adoption: 1-1-2012

Effective date if applicable: 1-1-2012

(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 1/19/2012

Signature Bernardo Barnhart

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Bernardo Barnhart

(Typed or printed name of person signing)

President

(Title of person signing)

Amended Restated Articles

Of

The Immokalee Chamber of Commerce Inc.

A Florida Nonprofit Corporation

ARTICLE 1 - NAME

Section 1. The name of this corporation shall be THE IMMOKALEE CHAMBER OF COMMERCE, INC. ("Foundation").

ARTICLE 2 - PURPOSES/POWERS

Section 1. The specific and primary purposes for which the Foundation is formed are to:

- A. Support and assist The Immokalee Chamber of Commerce, Inc. in its efforts to be the "Education Chamber."
- B. Provide scholarships and grants for students, educators and educational institutions.
- C. Provide educational programs, seminars and workshops in the interest of and for the benefit of the business community.
- D. Raise funds for the direct benefit of education institutions, educational programs for the community and students.
- E. Provide recognition for outstanding educators and students.

Section 2. Subject always to the exempt purposes of the Foundation, the specific powers of the Foundation which it may exercise are as follows:

- A. Encourage, solicit, receive and administer gifts, bequests, donations, grants and benefactions by deed, will or otherwise for the advancement of the corporate purposes.

Take, receive, own, hold, administer, distribute and dispose of property, gifts or donations of all kinds whether owned by it or others, whether real, personal or mixed, acquired by gift, bequest, devise or otherwise for the advancement, promotion, extension or maintenance of such purposes and posers and to acquire, take, receive, own, hold, administer, distribute and dispose of gifts or donations of property, real, personal or mixed, designated by the donors for purposes or causes fostered by the Foundation.

- B. Conduct programs and activities to carry out its purposes.
- C. Engage in any and all lawful activities not inconsistent with these purposes.

Section 3. The foundation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE 3 - MEMBERSHIP

Section 1. Membership in the Foundation shall be open to all Directors of The Immokalee Chamber of Commerce, Inc. and such other individuals as the members may elect.

ARTICLES 4 - MEETING

Section 1. The annual membership meeting of this Foundation shall be held on the third Tuesday in June of each and every year, or on any other day so designated by the Board of Directors.

Section 2. The presence of not less than 20% of the members shall constitute a quorum and shall be necessary to conduct the business of this Foundation.

Section 3. Special meetings of this Foundation may be called by the President when he or she deems it in the best interests of the Foundation.

ARTICLE 5- VOTING

Section 1. At all meetings, except for the elections of officers and directors, all votes shall be by voice, except that for elections of officers ballots may be provided and there shall not appear any place on such ballot any mark or marking that might tend to indicate the person who cast such ballot.

ARICLE 6 - BOARD OF DIRECTORS

Section 1. The business of the Foundation shall be managed by a Board of Directors consisting of (9) directors and Executive Directors / Secretary / Treasurer.

Section 2. The Board of Directors to be elected for the ensuing year shall be elected at the annual meeting of the members by majority vote of members present and voting.

Section 3. The Board of Directors shall have the control and management of the affairs and business of this Foundation.

- Section 4. A majority of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held semi-annually, or otherwise, when called by the President.
- Section 5. Each director shall have one vote and such voting may not be done by proxy.
- Section 6. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.
- Section 7. Vacancies in the Board of Directors shall be filled within sixty (60) days by a majority vote of the membership. Three strikes and you will be off the board.
- Section 8. The President of the Foundation by virtue of the office shall be chairman of the Board of Directors.

ARTICLE 7 - OFFICERS

- Section 1. The officers of the Foundation shall be as follows: President, Vice President, and Chair of Finance Comm.
- Section 2. The President shall preside at all Board and membership meetings, and by virtue of the office shall be chairman of the Board of Directors; appoint all committees, temporary with the approval of the board; see that all books, reports and certificates as required by law are properly kept or filed; be one of the officers who may sign the checks or drafts of the Foundation; and have such powers as may be reasonably construed as belonging to the chief executive of any foundation. In the event of a tie vote on any issue, the President shall cast the deciding vote.
- Section 3. The Vice President shall in the event of the absence or inability of the President to exercise his or her office become acting President of the Foundation with all rights, privileges and powers as if he or she had been the duly elected President.
- Section 4. The Executive Director / Secretary / Treasurer shall keep the minutes and records of the Foundation in appropriate books, file any certificate required by any statute, federal or state, give and serve all notices to members of the Foundation, be the official custodian of the records and seal of the Foundation, present to the membership at any meetings any communication addressed to the secretary of the Foundation, submit to the Board of Directors any communications which shall be addressed to the secretary of the Foundation, attend to all correspondence of the Foundation and exercise all duties incident to the office of secretary.

The Treasurer shall have the care and custody of all monies belonging to the Foundation and be one of the officers who shall sign checks or drafts of the Foundation. The Treasurer shall render at stated periods as the Board of Directors shall determine a

written account of the finances of the Foundation and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

Section 5. Executive Committee shall be the above listed officers.

Section 6. Officers shall be elected from the Board of Directors by majority of vote of the Board at any meeting at which a quorum is present.

Section 7. No officer or director shall for reason of the office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the Foundation for duties other than as director or officer.

Section 8. Officers shall serve for a period of one year or until their successor is duly elected, with an election being held at least once a year.

ARTICLE 8 - NOMINATIONS

Section 1. The officers of the Foundation will be the same officers as The Immokalee Chamber of Commerce, Inc. The two directors will be the Immediate Past President of The Immokalee Chamber of Commerce, Inc. and the Chamber's Education Committee Chairman.

ARTICLE 9 - EXECUTIVE DIRECTOR

Section 1. The Executive Director of The Immokalee Chamber of Commerce, Inc. shall be the Chief Administrator of the Foundation.

ARTICLE 10 - FISCAL YEAR

Section 1. The Fiscal Year of the Foundation shall be July 1st through June 30th.

ARTICLE 11 - FIANANCES

Section 1. Receipts

All money paid to the Chamber shall be placed in a general operating fund. Funds unused from the current year's budget will be placed in a reserve account

Section 2. Disbursements

A. Upon approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors.

- B. Checks may be signed by the Treasurer and Executive Director, or in the absence of either or both, by any two officers. By resolution adopted from time to time, the Board of Directors may authorize the Executive Director to sign checks below a certain amount on the Executive Director's signature only.

Section 3. Reports

The Treasurer shall cause a monthly financial report to be made to the Board. The Treasurer and Chamber shall employ a certified public accountant to assist the Treasurer in maintaining proper financial accounts and records and to file all tax returns required.

Section 4. Budget

As soon as possible after election of the new Board of Directors and officers, the Budget Committee shall propose a budget for the coming fiscal year and submit it to the Board of Directors. Approval of the new budget shall be a prime responsibility of the new Board at its first regular meeting.

Section 5. Annual Review

The accounts of the Chamber of Commerce shall be reviewed annually as of the close of business on June 30th by a certified public accountant. The review shall at all times be available to members of the chamber within the offices of the Chamber. A certified audit of the Chamber's financial affairs shall not be required.

ARTICLE 12 - DISSOLUTION

- Section 1. The Foundation shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure or be distributed to the members of the Chamber. On dissolution of the Foundation, any funds remaining shall be distributed in the manner described by the Articles of Incorporation

ARTICLE 13 - PARLIAMENTARY AUTHORITY

- Section 1. The current edition of Robert's Rule of Order Newly Revised shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Articles of Incorporation or the Bylaws of the Foundation.

ARTICLE 14 - AMENDMENTS

- Section 1. These bylaws may be amended by a two-thirds (2/3's) vote of the Board of Directors, or by a majority of the members at any regular or special meeting, provided that the notice of the meeting includes the proposals for amendment and has been submitted to

the board of Directors or members at least ten (10) days in advance of said meeting at which they are to be acted upon.

These bylaws were adopted this 1st day of January, 2012



President



Secretary/Executive Director