

702341

Law Offices

Niles, Dobbins, Meeks, Raleigh & Dover

P. O. BOX 11799

FORT LAUDERDALE, FLORIDA 33339-1799

(954) 565-2200

FAX (954) 565-2233

WILLARD D. DOVER
WILLIAM H. MEEKS
HARRY S. RALEIGH, JR.
B. ALAN DOBBINS III
CHRISTOPHER D. NILES
DONALD R. NILES, RETIRED

STREET ADDRESS:
2601 EAST OAKLAND PARK BOULEVARD
SUITE 400
FORT LAUDERDALE, FL 33306

November 17, 2000

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

500003471825--9
-11/21/00--011021--002
*****79.75 *****35.00

42.75

Re: Articles of Amendment to Articles of Incorporation of
SOUTH FLORIDA MANUFACTURERS ASSOCIATION, INC.

Gentlemen:

Enclosed please find for filing the following documents:

1. Articles of Amendment to Articles of Incorporation;
2. Certificate of Statement of Change of Registered Agent.

Also enclosed is our check in the amount of \$79.75 representing the following:

Articles of Amendment	\$35.00
Certified copy	9.75
Change of Registered Agent	<u>35.00</u>
	\$79.75

FILED
00 NOV 20 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please return said certified copy to our office in the enclosed envelope. Thank you.

Cordially,

Rich Smith

Secretary to Willard D. Dover

Astart

ras
Enc.

T. LEWIS NOV 29 2000

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

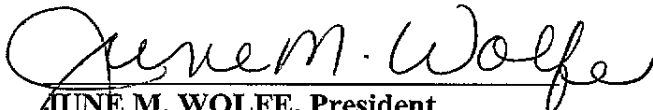
of

SOUTH FLORIDA MANUFACTURERS ASSOCIATION, INC.

FILED
00 NOV 20 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- FIRST:** Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the attached "AMENDED AND RESTATED ARTICLES OF INCORPORATION OF SOUTH FLORIDA MANUFACTURERS ASSOCIATION, INC. as an Amendment to its Articles of Incorporation.
- SECOND:** The attached Amendments were duly adopted by the Corporation's Board of Directors, submitted to a vote of Members, and were duly adopted by the Members with a number of votes cast for the Amendments sufficient for approval.
- THIRD:** The date of adoption of the amendments was September 13, 2000.

Dated this 2nd day of November, 2000.


JUNE M. WOLFE, President

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

SOUTH FLORIDA MANUFACTURERS ASSOCIATION, INC.

These Amended and Restated Articles of Incorporation are made for the purpose of amending and restating the Articles of Incorporation that were filed with the Florida Department of State on April 26, 1961, and amended on June 23, 1977, December 7, 1988 and December 16, 1993, Document Number 702341, and organized as a corporation not for profit under the Florida Not for Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes.

ARTICLE I

NAME

The name of the Corporation is SOUTH FLORIDA MANUFACTURERS ASSOCIATION, INC.

ARTICLE II

ADDRESS

The initial principal office and mailing address of the Corporation shall be:

1000 West McNab Road,
Suite 111
Pompano Beach, Florida 33069-4719

ARTICLE III

PURPOSES

Section 3.1. The Corporation is organized for transacting any and all lawful business for which corporations may be incorporated under the Florida Not For Profit Corporation Act and to operate as a business league and board of trade within the meaning of Section 501(c)(6) of the Internal Revenue Code, as amended, or the corresponding provision of any future United States revenue statute (the "Code"), and for the following specific purposes:

A. To cultivate a cooperative spirit among the Members and establish a high standard of ethics among its Members.

B. To sponsor and promote or to cooperate in the promotion of exhibition of products and services that are manufactured, produced or distributed in South Florida;

C. To enlighten through educational programs, public opinion and information in regard to the advantage of South Florida, as the situs for manufacturing, production and distribution;

D. To enlighten and direct public opinion, through educational programs, in regard to the products and services presently manufactured, produced or distributed or to be manufactured, produced or distributed in South Florida;

E. To assist, encourage and cooperate in the development of existing and prospective manufacturing, high technology, and distribution industries, and associated professional, service and educational industries located in South Florida, and in connection therewith, to make surveys and furnish detailed information designed to encourage the continued development of existing industry and to persuade new industries and manufacturing establishments to locate in South Florida;

F. To assemble and disseminate for and on behalf of its Members statistical data and information, to conduct forums, or, by other media, to review and dissolve problems peculiar to the membership;

G. To promote and support activities conducive to the best interests of the Members;

H. To represent Members in negotiations, and in connection with the foregoing, to enter into, execute and carry out such contracts of employment, agency or filiation as it may deem wise and expedient to accomplish its purposes; and

I. To conduct any and all lawful affairs and business for which corporations may be organized and operated under the Florida Not For Profit Corporation Act as exempt organizations under Section 501(c)(6) of the Code, consistent with the provisions of this Article III.

Section 3.2. Notwithstanding the foregoing or any other provision of the Articles or Bylaws of the Corporation:

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Member of the Corporation or the Corporation's directors or officers, or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in above.

B. No substantial part of the activities of this Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent permitted pursuant to an election made under Section 501(h) of the Code, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office; and

C. The Corporation shall not carry on any activities not permitted to be carried on (a) by an exempt organization under Section 501(c)(6) of the Code, or (b) by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

D. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code.

E. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

F. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

G. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

H. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE IV

TERM OF EXISTENCE

The Corporation shall exist perpetually, unless dissolved according to law.

ARTICLE V

MEMBERSHIP

5.1 Members in this Corporation shall be divided into two classes, as follows:

A. ACTIVE MEMBERS. Active membership shall be limited to partnerships, corporations, and other business or educational organizations engaged in the manufacturing, high technology and distribution industries, and associated professional, service and educational industries located in South Florida. They shall be entitled to one vote for each membership and shall be required to pay such dues as may be hereafter provided for in the Bylaws.

B. HONORARY MEMBERS. Honorary membership in the Corporation shall be individuals, partnerships, corporations, and other business or educational organizations who exhibit exceptional eminence, who have rendered distinguished service or have attained relevant, significant achievement. Honorary Members shall not pay dues and shall not have the right to vote. Residency in South Florida shall not be a prerequisite to Honorary Membership.

5.2 Members of either class, before admission, must be approved and elected by the Board of Directors or, if so provided in the Bylaws, by the Executive Committee.

5.3 All voting rights and other rights, interests and privileges of each Active Member shall be equal. All rights, interests and privileges of each Honorary Member shall be equal.

5.4 The rights and privileges of Members, their liability for dues and assessments and the termination and transfer of membership shall be as stated in the Bylaws.

ARTICLE VI

NONSTOCK BASIS

The Corporation is organized on a nonstock basis.

ARTICLE VII

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation shall be:

100 West Cypress Creek Road,
Suite 1045
Trade Centre South
Fort Lauderdale, Florida 33309

The name of the registered agent of the Corporation at the above-specified address shall be:

William Malcom

ARTICLE VIII

DIRECTORS

Section 8.1. The business of this Corporation shall be conducted and not more than thirty (30) Active Members of the Corporation, as managed by a Board of Directors, consisting of not less than seven (7) and shall be provided in the By-Laws from time to time and shall include the immediate past Chairman of the Board of the Corporation for the next one year period following the end of his or her term as Chairman of the Board. The number of Directors may be increased or decreased from time to time, as provided in the Bylaws of the Corporation. The qualifications, time and place of appointment and term of office of each Director shall be as provided for in the Bylaws. The Board of Directors shall (except for the immediate past Chairman of the Board of the Corporation) be elected by a majority vote of the Members of the Corporation at its annual meeting according to the procedures set forth in the Bylaws.

Section 8.2. The current Board of Directors shall consist of the following Members elected in accordance with this Section and the Bylaws:

Linda M. Cooke	11070 S. W. 28th Court Fort Lauderdale, Florida 33328
Bo A. F. Peterson	450 East Las Olas Boulevard, Suite 750 Fort Lauderdale, Florida 33301
Bill Smith	621 N.W. 53rd Street Boca Raton, Florida 33487
Dennis Adams	951 Yamato Road Boca Raton, Florida 33431
Jean E. Hunter	225 East Las Olas Boulevard Fort Lauderdale, Florida 33301
Wayne Besley	9200 N.W. 4th Street Plantation, Florida 33317
Jack Duich	1500 Gateway Blvd., MS-41 Boynton Beach, Florida 33426
Bianca Gallo-Pucci	3900 Coral Ridge Drive Coral Springs, Florida 33065
Jay Hess	1619 North Harrison Parkway Sunrise, Florida 33323
Duane Marker	6500 Congress Avenue Boca Raton, Florida 33487
Nancy May	4400 Biscayne Boulevard Miami, Florida 33137
Alfred N. Natella	8711 S.W. 51st Street Cooper City, Florida 33328
Bob Perez	8000 W. Sunrise Boulevard Sunrise, Florida 33322
Sandra Portuondo	601 N.W. 65th Court Fort Lauderdale, Florida 33309
James P. Tarlton	6400 N.W. 6th Way Fort Lauderdale, Florida 33309

Mel Zucker

6630 N.W. 16th Terrace
Fort Lauderdale, Florida 33309

Section 8.3. The Officers of this Corporation shall consist of a President, Secretary and Treasurer, and such other officers and agents as may be provided for by the Bylaws of the Corporation, who shall be chosen, serve for such term, and have such duties as may be prescribed by such Bylaws.

ARTICLE IX

BYLAWS

The Bylaws of the Corporation are to be adopted by the Members of the Corporation, and may be amended only by the Members.

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be amended only by the Members.

ARTICLE XI

DISSOLUTION

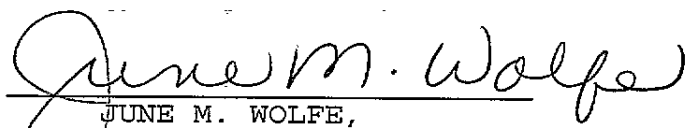
On dissolution or winding up of the Corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed exclusively for the purposes of the Corporation, or distributed to its Active Members.

ARTICLE XII

EFFECTIVE DATE


These Amended and Restated Articles of Incorporation of the Corporation shall be effective on the date and time when they are filed by the Florida Department of State.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Amended and Restated Articles of Incorporation, on this 2nd day of November, 2000.



JUNE M. WOLFE,
President

Attest:



MELVIN ZUCKER
Secretary