

Division of Corporations

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Florida Department of State
Division of Corporations
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COR AMND/RESTATE/CORRECT OR O/D RESIGN

GREATER NAPLES CHAMBER OF COMMERCE, INC.

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Amend (a) 5.3.06
Restated

Fax Audit # H060001231093

**ARTICLES OF AMENDMENT AND RESTATEMENT
OF
GREATER NAPLES CHAMBER OF COMMERCE, INC.**

The Greater Naples Chamber of Commerce, Inc. was originally granted a charter as a not-for-profit corporation under the laws of the State of Florida in 1961, and now desires to amend and restate its Articles of Incorporation in their entirety. The following Articles of Amendment and Restatement to the Articles of Incorporation of the Greater Naples Chamber of Commerce, Inc. were duly adopted at a meeting of the Board of Directors on April 27, 2006, at which a quorum was present. The Articles of Amendment and Restatement of the Articles of Incorporation received at least two-thirds (2/3) of the votes of the members of the Board of Directors entitled to cast a vote. No members were entitled to vote.

Pursuant to Florida Statute § 617, the Articles of Incorporation of the Greater Naples Chamber of Commerce, Inc., a Florida not-for-profit corporation, are hereby amended and fully restated as follows:

**ARTICLE I
NAME**

The name of this corporation shall be Greater Naples Chamber of Commerce, Inc. (the "Corporation").

**ARTICLE II
PURPOSE**

The Corporation is a not-for-profit corporation organized solely for the operation of a not-for-profit association to preserve and promote the competitive enterprise system of business and to promote the general welfare and prosperity of the area. The Corporation is organized and shall be operated exclusively as an organization described in Section 501(c)(6) of the Internal Revenue code of 1986, as amended (the "Code")

**ARTICLE III
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Corporation shall be 2390 Tamiami Trail North, Suite 210, Naples, Florida 34103. Members shall adhere to the regulations and policies of the organization as set forth in its bylaws.

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ARTICLE IV NOT-FOR-PROFIT

The Corporation is a not for profit corporation under the provisions of Chapter 617, Florida Statutes.

ARTICLE V REGISTERED AGENT

The registered agent of the Corporation shall be Michael V. Reagan whose address is 2390 Tamiami Trail North, Suite 210, Naples, Florida 34103.

ARTICLE VI MANAGEMENT

The affairs of this Corporation shall be managed by its Board of Directors, whose election, term of office, qualifications and duties shall be as set forth in the Bylaws. The number of directors constituting the Board of Directors shall be as provided in the Bylaws.

ARTICLE VII DURATION

The period of the Corporation's duration is perpetual.

ARTICLE VIII AMENDMENT

At any regular or special duly called meeting, a two-thirds (2/3) vote of Board of Directors shall be required to amend, rescind, or revise the Articles of Incorporation or the Bylaws of the Corporation.

ARTICLE IX NOT-FOR-PROFIT STATUS

(a) No part of the earnings of the Corporation shall inure to the benefit of, or be distributed to the corporation's members, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

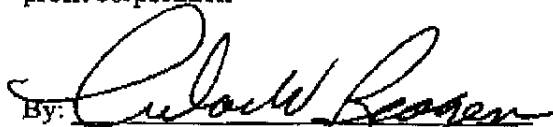
(b) Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from Federal income tax under Section 501(c)(6) of the Code.

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The undersigned President of the Corporation has executed these Articles of Amendment and Restatement this 27th day of April, 2006.

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


By: 
Michael V. Reagan, President

Attested by:

By: 
Sandy Schoepfer, Secretary

State of Florida
County of Collier

Sworn to and subscribed before me this 1st day of May, 2006,
by Michael V. Reagan and Sandy Schoepfer, who are personally
known to me.


Notary Public, State of Florida

Janet M. Doll



Janet M. Doll
Commission # DD407533
Expires March 19, 2009
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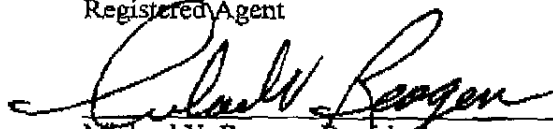
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GREATER NAPLES CHAMBER OF COMMERCE, INC.

ACCEPTANCE OF REGISTERED AGENT

Michael V. Reagen, located at 2390 Tamiami Trail North, Suite 210, Naples, Florida 34103, being named in the Articles of Organization of the GREATER NAPLES CHAMBER OF COMMERCE, INC. as the registered agent of the corporation, hereby consents to accept service of process for the corporation at the address set forth above, and accepts the appointment as registered agent and agrees to act in this capacity. By his authorized signature below, the registered agent agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties. By his authorized signature below, the registered agent signifies that he is familiar with and accepts the obligations of the position of registered agent as provided in Florida Statutes Chapter 617.

Registered Agent



Michael V. Reagen, President
Greater Naples Chamber of Commerce, Inc.

Date: April 27, 2006

State of Florida
County of Collier

#1807050v3

Sworn to and subscribed before me this
1st Day of May, 2006, by Michael V. Reagen,
who is personally known to me.

Janet M. Doll
Notary Public, State of Florida

Janet M. Doll



Janet M. Doll
Commission # 00407533
Expires March 19, 2009
Notary Public - State of Florida

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