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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
GREATER NAPLES CHAMBER OF COMMERCE, INC.

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**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF THE  
GREATER NAPLES CHAMBER OF COMMERCE, INC.**

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The Greater Naples Chamber of Commerce, Inc. (the "Corporation") was originally granted a charter as a not-for-profit corporation under the laws of the State of Florida in 1961. The Corporation filed Articles of Amendment and Restatement on April 27, 2006, and now desires to again amend and restate its Articles of Incorporation in their entirety. The following Amended and Restated Articles of Incorporation of the Corporation were duly adopted at a meeting of the Board of Directors on September 15, 2016, at which a quorum was present. The Amended and Restated Articles of Incorporation received at least two-thirds (2/3) of the votes of the members entitled to cast a vote.

Pursuant to Florida Statute §617, the Articles of Incorporation of the 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 Dalby, 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**

These Articles may be amended as provided in the Bylaws.

**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 Chair of the Board of Directors of the Corporation has executed these Amended and Restated Articles of Incorporation on September 15, 2016.

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

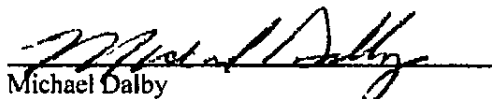
By: Dan Lavender  
Name: Dan Lavender  
Title: Chair of the Board of Directors

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**GREATER NAPLES CHAMBER OF COMMERCE, INC.****ACCEPTANCE OF REGISTERED AGENT**

Michael Dalby located at 2390 Tamiami Trail North, Suite 210, Naples, Florida 34103, being named in the Amended and Restated Articles of Incorporation 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 the authorized signature below, the registered agent signifies that it is familiar with and accepts the obligations of the position of registered agent as provided in Florida Statutes Chapter 617.

REGISTERED AGENT:

  
Michael DalbyDate: 10-26-16