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BASIC AMENDMENT

GREATER MIAMI CHAMBER OF COMMERCE, INC.

Certificate of Status	2
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Amended + Restated
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AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

GREATER MIAMI CHAMBER OF COMMERCE, INC.

Greater Miami Chamber of Commerce, Inc., a corporation not for profit (the "corporation" or "Chamber"), having been granted a charter under the name of Miami Board of Trade on the 31st day of December, 1907, by the Circuit Court in and for Dade County, Florida (the "Court"), with an amendment to that charter having been approved by the Court under date of the 28th day of July, 1915, and having received a Certificate of Re-Incorporation and Articles of Incorporation from the Secretary of State of Florida in April of 1965 under the name of Miami-Dade County Chamber of Commerce, Inc., which Articles were subsequently amended, does hereby amend and restate its articles of incorporation by (a) deleting its existing articles of incorporation in their entirety and (b) adopting the following as its amended and restated articles of incorporation pursuant to Chapter 617 of the Statutes of the State of Florida:

ARTICLE I. Name

The name of the corporation is Greater Miami Chamber of Commerce, Inc.

ARTICLE II. Address

The street address of the current principal office of the corporation is:
1601 Biscayne Blvd.
Miami, FL 33132

ARTICLE III. Purposes

The Greater Miami Chamber of Commerce is an association of businesses and professions organized to create economic progress in Miami-Dade County, Florida. To carry out this mission, the Chamber serves as the voice and conscience of business enterprise and involves the private sector in community leadership. Recognizing the close relationship between economic health and the social and physical environment in which we live, the Chamber participates in solving the problems of a growing urban area with a special emphasis toward the revitalization of distressed areas.

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The Chamber in its activities shall be nonpartisan, nonsectional and nonsectarian, and shall take no part in or lend its support to the election or appointment of any candidate for state, county, city or federal office.

The purposes for which the Chamber is formed are purely beneficial, charitable, educational and scientific and for the express purposes set out in these articles, and not for financial gain. No financial gain shall ever accrue to any member of the Chamber by reason of being a member of the Chamber.

The Chamber shall in all respects conduct itself within the guidelines of the United States Internal Revenue Code, Section 501(c)(6), and its successors, so as to preserve its tax status as a trade organization.

ARTICLE IV. Directors

The corporation shall have no less than three directors. The term of office, election and exact number of directors shall be determined by the Bylaws of the corporation. The persons constituting the present board of governors, which constitutes the corporation's present board of directors, shall continue to serve until a new board of directors is elected, in accordance with the Bylaws.

ARTICLE V. Membership

All individuals, corporations and other entities in sympathy with the purposes of the Chamber shall be eligible for membership as provided in the Bylaws.

ARTICLE VI. Term of Existence

The corporation shall have perpetual existence unless dissolved according to law. In the event the corporation is dissolved, after taking care of all claims of creditors in accordance with law, all remaining assets of the corporation shall be transferred and delivered to another exempt or non-profit institution rendering similar services or for similar purposes as the purposes and services rendered by the corporation.

ARTICLE VII. Incorporators

The names and addresses of the incorporators of the corporation at the time of its reincorporation were as follows:

<u>Names</u>	<u>Residences</u>
Lawrence B. Sheffey	3909 Alhambra Court Coral Gables, Florida

John R. Ring	1 Ocean Lane Drive Key Biscayne, Florida
Alvah H. Chapman	4255 Lake Road Miami, Florida
Lester Freeman	13440 S.W. 80 th Avenue Miami, Florida
Frank J. Callahan	6040 S.W. 104 th Street Miami, Florida

ARTICLE VIII. Bylaws

The power to adopt, alter, amend or repeal Bylaws is vested in the board of directors of the corporation.

ARTICLE IX. Indemnification

Any person, his or her heirs or personal representative, made, or threatened to be made, a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative, because he or she is or was a director, officer, employee or agent of the corporation or serves or served any other corporation or other enterprise in any capacity at the request of the corporation, shall be indemnified by the corporation, and the corporation shall advance his or her related expenses, to the fullest extent permitted by Florida law.

ARTICLE X. Amendments

Amendments to these amended and restated articles of incorporation may be proposed and adopted by a majority vote of the board of directors at any meeting of the board of directors provided notice has been mailed to the directors at least ten days, or e-mailed or faxed at least five days, prior to the time fixed for such meeting, setting forth generally the subject and substance of the proposed amendments.

ARTICLE XI. Effective Date

These amended and restated articles of incorporation shall be effective on June 3, 2004.

CERTIFICATION

I, PETER W. ROULHAC, Chairman of GREATER MIAMI CHAMBER OF COMMERCE, INC., a corporation not for profit, organized and existing under the laws of the State of Florida, does hereby certify that (a) the foregoing Amended and Restated Articles of Incorporation contains amendments to the Articles of Incorporation, (b) the members of the corporation are not entitled to vote on proposed amendments, and (c) the amendments and these Amended and Restated Articles of Incorporation were adopted on April 7, 2004 at a meeting of the board of governors (which acts as the board of directors) of the corporation by a majority vote of the members of the board of governors then in office.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation, this 9th day of April, 2004.

GREATER MIAMI CHAMBER OF
COMMERCE, INC.

By: 
Peter W. Roulhac, Chairman

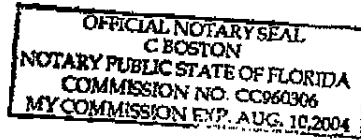
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 9th day of April, 2004 by Peter W. Roulhac, who is personally known to me or who produced Driver's License as identification.

By: [Signature]
Name: C. Boston
Notary Public, State of Florida

Seal



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