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Restated Articles Of

Punta Gorda-Port Charlotte Association Of Realtors, Inc.

Filed July 17, 1995

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**RESTATED ARTICLES OF INCORPORATION
Of
PUNTA GORDA-PORT CHARLOTTE ASSOCIATION OF REALTORS, INC.**

Now known as

**PUNTA GORDA-PORT CHARLOTTE-NORTH PORT ASSOCIATION
OF REALTORS, INC.,
A Florida corporation not for profit**

The undersigned, pursuant to Section 617.1007 (1993) of the Florida Not for Profit Corporation Act, hereby executes the following Restated Articles of Incorporation of the Florida corporation not for profit currently know as PUNTA GORDA-PORT CHARLOTTE ASSOCIATION OF REALTORS, INC., the Articles of Incorporation of which were originally filed with the Florida Department of State on February 1, 1967, charter number 712185, as first amended by the Certificate of Amendment of Articles of Incorporation filed July 5, 1973, and amended for a second time by the Articles of Amendment to the Articles of Incorporation filed September 3, 1982, and amended for a third time by the Third Amendment to Articles of Incorporation filed May 2, 1990, it being the intent of these Restated Articles of Incorporation to completely restate and supersede the original articles of incorporation of the corporation and all amendments thereto, so as to be stated as follows:

ARTICLE I

The name of this corporation henceforth shall be PUNTA GORDA-PORT CHARLOTTE-NORTH PORT ASSOCIATION OF REALTORS, INC.

ARTICLE II

This corporation shall have all of the powers enumerated in Florida Statutes chapter 617 (1993) and any and all acts amendatory thereof and it shall have all other powers which shall be necessary to fulfill the objects and purposes of the corporation, which objects and purposes include but are not limited to the fostering and promotion of the highest ethical standards among real estate brokers and salesmen. Such powers shall include but not be limited to the powers to buy, sell, own, operate, mortgage and convey buildings and other real estate which shall be reasonably required to effect the general purposes of the corporation and to borrow money on the credit of the corporation.

ARTICLE III

The qualification of members and the manner of their admission shall be as follows: any natural person who shall meet the qualifications established by the bylaws shall be eligible for election to membership for such period of time and under such conditions as the bylaws of the

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

corporation shall from time to time provide; provided, however, that no member of this corporation shall have any vested right, interest or privilege of, in or to the assets, functions, affairs or franchises of this corporation, or any right, interest or privilege which may be transferrable or inheritable, or which shall continue if his membership ceases, or while he is not in good standing.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The affairs of this corporation are to be managed by a Board of Directors of not less than three members, who shall be elected by the members of this corporation annually in such number and at such time and place as shall be provided by the bylaws of the corporation. The officers of this corporation, who shall be a President, a President-Elect, a Secretary, a Treasurer, and such other officers as shall be determined by the membership.

ARTICLE VI

Section 1. The bylaws of this corporation may only be amended by a majority vote of the REALTOR and REALTOR-ASSOCIATE members (as those terms shall be defined from time to time by the bylaws) present at any meeting at which a quorum is present, provided the substance of such proposed amendment or amendments shall be plainly stated in the call for the meeting and provided the amendment was discussed in a previous open meeting, except however that the Board of Directors may adopt bylaw amendments which are recommended by the National Association of Realtors without membership approval. The portion of the bylaws pertaining to membership in the Florida Association of REALTORS and the National Association of REALTORS may be amended only by a majority vote of all REALTOR and REALTOR-ASSOCIATE members.

Section 2. Notice of all meetings at which such amendments are to be considered shall be sent to the offices of all REALTOR and REALTOR-ASSOCIATE members at least one week prior to the meeting for distribution to such members.

Section 3. Amendments to the bylaws affecting admissions or qualification of REALTOR members and REALTOR-ASSOCIATE members, the use of the terms REALTOR, REALTORS, REALTOR-ASSOCIATE, or any alteration in the territorial jurisdiction, if any, of the corporation shall become effective upon their approval by the Board of Directors of the National Association of REALTORS.

ARTICLE VII

Amendments to these Articles of Incorporation may be proposed in writing by any member of the corporation and adopted by affirmative vote of two-thirds of the members of the Board of Directors at any regular meeting of said Board or at any special meeting called for that purpose.

ARTICLE VIII

Vacancies on the Board of Directors of this corporation shall be filled by election by majority vote of the remaining members of the Board of Directors. Members so elected shall hold office until the next annual meeting of the corporation, at which time a successor shall be elected and shall hold office for the remainder of the term of the member whose death, resignation or other cause created the vacancy. A member of the Board of Directors may succeed himself.

ARTICLE IX

The Board of Directors shall have the right, pursuant to provisions of the bylaws, to create a class or classes of honorary or other special types of memberships the holders of which shall not have any voting rights.

ARTICLE X

The right to amend or revoke the Articles of Incorporation of the said corporation in whole or in part is hereby reserved.

THE FOREGOING RESTATED ARTICLES OF INCORPORATION was proposed in writing by a member of the corporation and adopted by the affirmative vote of two-thirds of the members of the Board of Directors at a regular meeting of said board in accordance with the

Articles of Incorporation on the 6TH day of July, 1995. This Restatement does not contain any amendment to the Articles of Incorporation which requires member approval.

IN WITNESS WHEREOF, the undersigned, has made, subscribed and acknowledged this Restated Articles of Incorporation of said corporation this 6TH day of July, 1995.

Punta Gorda-Port Charlotte Association of
Realtors, Inc.

n/k/a

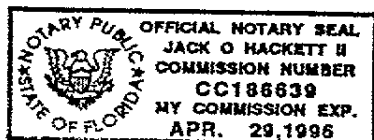
Punta Gorda-Port Charlotte-North Port
Association of Realtors, Inc.

By: Geri P. Shayman
Geri Shayman
President

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 6TH day of July, 1995 by Geri Shayman as President of PUNTA GORDA-PORT CHARLOTTE ASSOCIATION OF REALTORS, INC. now known as PUNTA GORDA-PORT CHARLOTTE-NORTH PORT ASSOCIATION OF REALTORS, INC., a Florida corporation not for profit, on behalf of the corporation. She is personally known to me.



[Signature]
Signature of person taking acknowledgment

Name typed, printed or stamped

Title or Rank

Serial number, if any