

722580

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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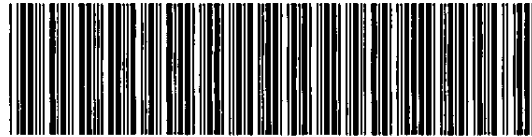
(Business Entity Name)

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Amend

10/31/12--01018--001 **43.75

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2012 OCT 31 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Teri Brown gave
permission to add "
there are no members
with voting rights"*

*ADR
10/31/12*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Ocala-Marion County Chamber of Commerce, Inc.

DOCUMENT NUMBER: 722580

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Beverly A. Morris, Esquire

Name of Contact Person

Beverly A. Morris, P.L.

Firm/ Company

2603 SE 17th Street, Suite B

Address

Ocala, Florida 34471

City/ State and Zip Code

beverlymorris@earthlink.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Beverly A. Morris

Name of Contact Person

at (352) 732-2860

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

BEVERLY A. MORRIS, P. L.

Attorney at Law
2603 SE 17th Street, Suite B
Ocala, FL 34471

Telephone (352) 732-2860
Facsimile (352) 732-7132

October 30, 2012

VIA FEDERAL EXPRESS: 8003 2068 9161 0215

Ms Annette Ramsey
Regulatory Specialist II
Florida Department of State
Division of Corporations - Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Document Number 722580

Dear Ms Ramsey:

Enclosed please find the following documents to be filed with the Division of Corporations:

1. Division of Corporations' Cover Letter; and
2. Articles of First Amendment to Amended and Restated Articles of Reincorporation of Ocala-Marion County Chamber of Commerce, Inc.

Also enclosed is our Check # 1442 in the amount of \$43.75 - payment of the Filing Fee and Certified Copy.

Should you have any questions, please do not hesitate to call.

Yours truly,



Terri Brown
Legal Assistant to Beverly A. Morris

BAM/tb
Enc.: As described above

**ARTICLES OF FIRST AMENDMENT TO
AMENDED AND RESTATED
ARTICLES OF REINCORPORATION
OF
OCALA-MARION COUNTY CHAMBER OF COMMERCE, INC.
ADOPTED ON MAY 9, 2012**

FILED

2012 OCT 31 PM 12:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.01201 and section 617.1007, Florida Statutes (2012), and Article XIII of the June 27, 2012, By-Laws of the Ocala-Marion County Chamber of Commerce, Inc., the Board of Directors of the Ocala-Marion County Chamber of Commerce, Inc., waived written notice and voted at a meeting on October 29, 2012, to amend the Amended and Restated Articles of Reincorporation of Ocala-Marion County Chamber of Commerce, Inc., for the following amendment to become Article VII of the Amended and Restated Articles of Reincorporation of Ocala-Marion County Chamber of Commerce, Inc.:

**ARTICLE VII
PLAN OF DISSOLUTION**

Plan of Dissolution. The Plan of Dissolution must include the following provisions pursuant to Section 617.1406, Florida Statutes (2012):

1. All liabilities and obligations of the corporation be paid and discharged, or adequate provisions be made therefor;
2. Assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, be returned, transferred, or conveyed in accordance with such requirements;
3. Assets received and held by the corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the dissolving corporation.
4. The Board of Directors shall dispose of all of the Chamber's remaining assets exclusively for the purposes of the Chamber in such manner or to such organizations operated exclusively for charitable, educational, religious or scientific purposes as shall qualify as exempt organizations under Internal Revenue Code 501(c)(6) or the corresponding provision of any future Internal Revenue Service law or rule.

A quorum was present for this vote. This vote satisfies the requirements of Article XIII of the By-Laws of the Ocala-Marion County Chamber of Commerce, Inc., dated June 27, 2012,

which states that the Articles of Incorporation can be altered and amended by a 2/3 vote of the Board of Directors present at a meeting called for that purpose at which a quorum is present. The date of the amendment adoption is 10/29/2012. The effective date of the amendment is 10/29/2012. There are no members with voting rights.

Pursuant to Article V of the By-Laws of the Ocala-Marion County Chamber of Commerce, Inc., there are thirty-three (33) directors of which a majority, or seventeen (17) members constitutes a quorum for the transaction of business. Twenty-One Directors were present at the meeting at which the Articles of Amendment were approved. Twenty-One Directors voted to approve the amendment. Zero (0) Directors voted against the amendment. Two-third (2/3) of the directors present or at least sixteen (16) Directors present at the meeting are required for approval. Therefore, the First Amendment to Amended and Restated Articles of Reincorporation of the Ocala-Marion County Chamber of Commerce, Inc., was adopted.

PASSED AND ADOPTED THIS 29th
DAY OF OCTOBER, 2012, OCALA-MARION
COUNTY CHAMBER OF COMMERCE, INC.
BOARD OF DIRECTORS.

By: 

Doug Cone, Chairman

ATTEST:

OCALA MARION COUNTY CHAMBER
OF COMMERCE, INC.

By: 

Cory Pool, Secretary