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- ☐ Limited Liability
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- ☐ Other

AMENDMENTS

- ☒ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

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4/30/02

ADOPTED AT ANNUAL MEMBERSHIP MEETING ON FEBRUARY 1, 2002

**AMENDED AND RESTATED
ARTICLES OF
INCORPORATION
OF
GREATER FORT
LAUDERDALE CHAMBER OF COMMERCE, INC.**

Amended February 1, 2002

ADOPTED AT ANNUAL MEMBERSHIP MEETING ON FEBRUARY 1, 2002

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
GREATER FORT LAUDERDALE CHAMBER OF COMMERCE, INC.
AS OF FEBRUARY 1, 2002**

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**AMENDED AND RESTATED
ARTICLES OF
INCORPORATION
OF
GREATER FORT
LAUDERDALE CHAMBER OF COMMERCE, INC.**

Pursuant to the provisions of Section 617.1007 of the Florida Not For Profit Corporation Act, the undersigned, Stephen Queior, President of Greater Fort Lauderdale Chamber of Commerce, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), originally incorporated by Certificate of Incorporation filed with the Circuit Court, Broward County, Florida, on December 12, 1947, with the Articles of Reincorporation, which were initially filed with the Department of State of the State of Florida on May 12, 1976, DOES HEREBY CERTIFY:

1. The name of the Corporation is Greater Fort Lauderdale Chamber of Commerce, Inc.

2. The Amended and Restated Articles of Incorporation were adopted by the vote of a majority of the members of the Corporation present at the annual meeting of the members on February 1, 2002. The number of votes cast were sufficient for approval.

3. The Corporation's Articles of Incorporation are hereby amended in their entirety by deleting all existing provisions thereof and by substituting therefor the following amended and restated provisions:

ARTICLE I. NAME

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

ARTICLE II. LOCATION

The registered office of the Chamber is at 512 Northeast Third Avenue, Fort Lauderdale, Florida, 33301 and the exact location shall be designated by the Board of Directors from time to time and shall be situated at a strategic location within its service area.

The name of the registered agent at said address is: Stephen Queior.

ADOPTED AT ANNUAL MEMBERSHIP MEETING ON FEBRUARY 1, 2002

ARTICLE III. OBJECTIVES

Section 1. Purpose.

The purpose of the organization shall be the advancement of the civic, commercial and industrial tourist interests of the City of Fort Lauderdale and Broward County, Florida. This organization and its activities shall be non-partisan, non-sectional and non-sectarian and shall not, by resolution or otherwise, be committed to the support or endorsement of any candidate for public office.

Section 2. Limitations.

The Chamber will observe laws at the local, state, and national level which apply to a non-profit organization.

ARTICLE IV. MEMBERSHIP

Section 1. Eligibility.

All persons, corporations or associations who pay the annual dues prescribed by the Board of Directors shall, by virtue of such payment, be members of the Chamber. The Bylaws of the Chamber may provide for the termination of membership in the Chamber under certain circumstances.

Section 2. Application.

All applications for membership shall be in writing to the Chamber, said application constituting an agreement on the part of the applicant, if accepted, to adhere to all bylaws, policies and procedures adopted by the Board of Directors of the Chamber.

Section 3. Admission.

The admission of an applicant to membership shall be upon approval of the Board of Directors. After admission to membership, membership shall be continuous thereafter until terminated by resignation, nonpayment of annual dues or expulsion.

Section 4. Dues.

Annual membership dues shall be at such rate or in accordance with such schedule or formula as may from time to time be prescribed by the Board of Directors.

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Section 5. Voting Restriction of Members.

Every membership of the Chamber in good standing is entitled to one vote in any election, referendum, or membership meeting on those matters as to which the general membership shall vote. Members are entitled to elect the Board of Governors, but not the Board of Directors. Business firms may have multiple memberships by designating employees as members of the Chamber to represent the firm in voting situations and on Committees/Task Forces. The number of such designated or assigned memberships is based upon the multiples of the corporate minimum annual dues and shall not exceed ten (10) in number for each firm. No voting by proxy shall be permitted.

Section 6. Termination for Non-Payment of Annual Dues.

If any member shall fail to pay any applicable dues within 90 days from the date payable, such member's membership shall be subject to termination. The Board of Directors, or such committee to whom it may delegate the responsibility and authority, shall have authority to determine the conditions for the reinstatement of any member whose membership has been terminated due to non-payment of dues.

Section 7. Resignation.

All resignations shall be tendered in writing. A resignation received after any payment of annual dues is payable shall be accompanied by a check in the amount of dues which shall have accrued to the date of resignation.

Section 8. Expulsion.

Any member may be expelled for cause by resolution passed by two-thirds of the members of the Board of Directors present at any regular or special meeting. A member shall be notified of the intention of the Board of Directors to consider such member's expulsion and shall be given the opportunity of a hearing before the Board of Directors, but shall not be represented by professional counsel. Passage of such resolution shall, without other act on the part of the Board of Directors, annul such member's membership.

ARTICLE V. TERM OF EXISTENCE

The Chamber shall have a perpetual existence.

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ARTICLE VI. MANAGEMENT

Section 1. Authority.

Full control of the affairs of the Chamber shall be vested in the Board of Directors.

Section 2. Board of Directors.

(a) Size. The Board of Directors shall consist of no less than twenty-one (21) voting members or such higher number as may be provided in the Bylaws.

(b) Voting Privileges. Except as otherwise provided in the Bylaws, all the Directors who shall have voting privileges. Voting by members of the Board of Directors must be in person and not by proxy or assignment of voting right.

(c) Composition.

(1) Elected Directors. There shall be not less than six (6) elected Directors who shall be elected annually for a one (1) year term. The Board of Directors may set a higher number as set forth in the By-laws, but there shall always be at least as many Elected Directors as there are Directors at Large. The Elected Directors shall be selected by the Board of Governors in the manner provided in the Bylaws.

(2) Directors at Large. The Chair Elect shall nominate for the coming fiscal year, with the approval of the Board of Directors, not less than six (6) Directors At Large who by virtue of an office, business or area, shall serve during the fiscal year for which the appointments are made. Directors At Large may not be appointed to serve more than two (2) consecutive one-year terms. The Board of Directors may establish such higher number of Directors at Large as are set forth in the Bylaws, but subject to the restrictions in subparagraph (1) immediately above.

(3) Officer Directors. Individuals holding each of the following offices shall automatically be members of the Board of Directors each year: (i) the Chair, (ii) the immediate Past Chair, (iii) the Chair-Elect, (iv) the Vice Chair Legal/General Counsel, and (v)

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the Vice Chair Finance/Treasurer. The President and the Assistant Treasurer, if one is appointed, shall be ex-officio, non-voting members of the Board of Directors.

- (4) Representative Directors. As provided in the Bylaws, other individuals holding specified positions in the Chamber and its various affiliates, committees, councils, task forces or other similar positions shall automatically be members of the Board of Directors each year.

Section 3. Responsibility.

The Board of Directors shall serve as the legislative body of the Chamber. The Board of Directors may cause to be prepared rules of procedure in addition to the Bylaws, which shall serve to guide the organization in the pursuit of its proper duties. Such rules, if adopted, may include the duties and responsibilities of all individuals or groups working within the organizational structure of the Chamber, but shall serve as a basis for the proper orientation of these individuals. Such rules may also set forth the working relationships which shall exist between individuals and groups associated with the Chamber.

The Board of Directors may prepare, or cause to be prepared for their understanding and approval, statements of policy, or policy declarations, which shall serve to provide the framework for its decision-making responsibility.

The Board of Directors shall have the power to create such divisions/councils and committees/task forces as it may, from time to time, deem advisable for the efficient operation of the Chamber. If and when such divisions/councils and committees/task forces are created, the Board of Directors shall define the scope of the work and activities of such division/councils and committee/task forces. The Board of Directors shall also approve the creation of such departments as may be required to achieve the objectives/program of work of the Chamber.

The Board of Directors shall approve the employment of a paid chief executive Officer, who shall be the President of the Chamber, and the terms of employment of the President.

Section 4. Term of Office.

Except as otherwise provided in the Bylaws, no member of the Board of Directors, except those serving by virtue of being an officer, shall serve on the Board of Directors for more than six (6) consecutive terms of one (1) year each. Following each maximum period of consecutive service, one (1) year must elapse before the

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member shall again be eligible for service as a Director. A Director appointed/elected to fill a vacancy created by an unexpired one-year term shall be eligible for nomination to a full one-year term or one-year appointment for future years.

Section 5. Meetings; Penalties.

The Board of Directors shall hold regular monthly meetings at a place, day and time as it may determine. Special meetings of the Board of Directors shall be called whenever required in order for it to fulfill its responsibilities.

Any Director who shall not have attended at least 60% of the regular meetings of the Board of Directors in the Chamber year, and any Director who is also a member of the Executive Committee who shall not have attended at least 50% of the aggregate number of regular meetings of the Board of Directors and the Executive Committee in such year, may be removed from office in accordance with the procedures set forth in the Bylaws. In addition, any Director who shall, without excuse satisfactory to the Board of Directors, miss three (3) consecutive regular meetings of the Board of Directors may be removed from office in accordance with the procedures set forth in the Bylaws.

Section 6. Quorum.

Thirty-three percent (33%) of existing Directors shall constitute a quorum. A majority of such a quorum shall control. In the absence of a quorum, the meeting may be adjourned subject to call by the Chair or the presiding Officer at the meeting.

Section 7. Officers.

The Officers of the Chamber shall consist of Chair, Chair-Elect, immediate Past Chair, President, Vice Chair Finance/Treasurer, Assistant Treasurer, Vice Chair Legal/General Counsel, Assistant Secretary and such Vice Chairs and other officers as the Board of Directors may determine are appropriate or necessary. The duties of each Officer shall be as set forth in the Bylaws and as determined by the Board of Directors. Each Officer shall be elected or appointed as provided in these Articles or in the Bylaws.

Section 8. Vacancy.

Any vacancy occurring in the elected or appointed Officers of the Chamber or members of the Board of Directors shall be filled by the remaining Directors, without any requirement to obtain recommendations from the Nominating

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Committee, and the member so selected shall hold office for the unexpired term of the Officer or Director whose place is to be filled and until such member's successor is elected and qualified. Any vacancy occurring in the representative members of the Board of Directors (i.e., Directors referenced in Paragraph VI, 2.,(c)(4) above) shall be filled by the Organization represented, without any requirement to obtain recommendations from the Nominating Committee or approval of the Board of Directors, and the member so elected shall hold office for the unexpired term of the Director whose place is to be filled and until such member's successor is elected and qualified.

Section 9. Indemnification.

Every Director, Governor, and Officer of the Chamber shall be indemnified by the Chamber against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon such person in connection with any proceedings to which such person may be a party or with respect to which such person may become involved by reason of such persons being or having been a Director, Governor or Officer of the Chamber or any settlement thereof whether or not such person is a Director, Governor or Officer at the time such expenses are incurred, except in such cases wherein the Director, Governor or Officer is adjudicated guilty of willful misfeasance or malfeasance in the performance of assigned duties.

ARTICLE VII. EXECUTIVE COMMITTEE

Section 1. Composition.

The members of the Executive Committee shall be composed of the Chair, Chair-Elect, Immediate Past Chair, President, Vice Chair Legal/General Counsel and Vice Chair Finance/Treasurer.

Section 2. General Responsibility.

The Executive Committee shall be responsible for developing recommendations for long-term goals and objectives of the Chamber, shall oversee the day-to-day operations of the Chamber and shall act on all matters affecting the Chamber when there is insufficient time to convene a meeting of the Board of Directors. To accomplish this, the Executive Committee shall possess and exercise all powers of the Board of Directors between meetings of the Board of Directors except as such power is limited by the Board of Directors. It shall report its observations, reactions, or actions at the next meeting of the Board of Directors for its approval and ratification or its disapproval and rejection.

ADOPTED AT ANNUAL MEMBERSHIP MEETING ON FEBRUARY 1, 2002

ARTICLE VIII. BOARD OF GOVERNORS

Section 1. Composition/Election.

The Chamber shall have a Board of Governors with such powers, duties and responsibilities as specified in these Amended and Restated Articles of Incorporation and the Bylaws of the Chamber. The Board of Governors shall initially consist of seventy (70) members; however, the number of members of the Board of Governors may fluctuate from time to time, as provided in the Bylaws of the Chamber. The Board of Governors shall be elected by the general members of the Chamber in the manner provided in the Bylaws.

Section 2. General Responsibility.

The Board of Governors shall serve solely in an advisory capacity to the Board of Directors and/or any other group or individual working within the Chamber which needs advice, guidance and/or experience with respect to matters affecting the operation of the Chamber and business and other matters of general interest to the Chamber and its members. In this capacity, the Board of Governors may present recommendations on policy and other matters to the Board of Directors for consideration; provided, however, that it shall not have the authority to implement its recommendations (or cause any other person or body to implement its recommendations) or otherwise compel the Board of Directors to do so. The Board of Governors shall elect the elected members of the Board of Directors and any elected officers of the Chamber in the manner provided in the Bylaws.

ARTICLE IX. SELECTION OF DIRECTORS

Section 1. Nominating Committee.

For the purpose of selection of Directors, the Chair will appoint a ten (10) member Nominating Committee in the manner provided in the Bylaws.

Section 2. Candidates.

On or before December 1 of each year, the Nominating Committee shall present a slate of candidates to replace the Directors whose regular one (1) year terms are expiring.

Section 3. Publicity.

Upon receipt of the report of the Nominating Committee, the membership shall be notified of the names of persons nominated as candidates for Directors, and

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to the right of petition as provided in Section 4 of this Article IX and the Bylaws. A list of the candidates so nominated shall be kept on file in the Chamber's office.

Section 4. Petition.

Additional names of candidates for Directors can be nominated by petition bearing the genuine signatures of at least twenty-five (25) qualified members of the Chamber. Such petition shall be filed with the Nominating Committee within ten (10) days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition shall be final.

Section 5. Determination.

- (a) If no petition is filed within such ten (10) day period, the nominations shall be closed and the nominees shall be deemed elected by acclamation.
- (b) If a legal petition shall present additional candidates, the names of all candidates shall be arranged on the ballot in alphabetical order. Instructions will be to vote for the number of candidates equal to the number of positions to be filled. No identification shall be made on the ballot to identify any candidate nominated by petition or any candidate nominated by the Nominating Committee. The actual election procedures shall be set forth in the Bylaws. The elected members of the Board of Directors shall be elected by the Board of Governors.

Section 6. Election Committee.

In the event of an election, as provided in Section 5(b) above, the Board of Directors shall appoint an Election Committee composed of three (3) Directors and two (2) individuals from the general membership whose duty it shall be to see that the election of members of the Board of Directors is carried out according to the terms and conditions of these Amended and Restated Articles of Incorporation and the Bylaws, that adequate tellers are available, that all votes of the members of the Board of Governors eligible to vote are properly tallied and canvassed, and to declare the true results of said election by written report to the Nominating Committee.

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Section 7. Certification of New Directors.

Following the official determination of the new Directors, the Nominating Committee shall certify their names to the current Board of Directors, by a statement signed by the members of the Nominating Committee.

Section 8. First Election.

The first election for Directors under these Amended and Restated Articles of Incorporation shall be a special election and shall take place in March 1995; until then, the currently existing Board of Governors shall serve as the Board of Directors of the Chamber. The currently existing Board of Governors shall act as the Board of Directors for the purpose of adopting new Bylaws to implement these Amended and Restated Articles of Incorporation and any other required action prior to the election or appointment and qualification of the new Board of Directors. Such special elections shall take place after the adoption of new Bylaws and pursuant to those new Bylaws and the Directors so elected shall serve until their successors are elected at the first regularly scheduled election and qualified. Until the first regularly scheduled elections held pursuant to these Amended and Restated Articles of Incorporation, and the qualification of those newly elected Officers, the current Officers of the Chamber shall continue to serve in the same capacity, but in accordance with these Amended and Restated Articles and any Bylaws adopted pursuant hereto.

ARTICLE X. BYLAWS

The Bylaws may be made, altered and amended by a two-thirds vote of the members of the Board of Directors at a meeting called for that purpose. However, at least ten (10) days notice, in writing, prior to any such meeting shall be given to each Director, and such notice shall set forth the text of any bylaw, or any changes or additions to the Bylaws to be voted upon.

ARTICLE XI. AMENDMENTS TO ARTICLES

These Amended and Restated Articles of Incorporation may be amended by vote of a majority of the members in good standing in attendance at any regular meeting or any special meeting called after twenty (20) days written notice for that purpose, provided that the proposed amendment(s) shall be plainly stated in the notice for the meeting at which they are to be considered.

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ARTICLE XII. POWERS

The Chamber shall have all of the powers granted to it by the State of Florida affecting corporations not-for-profit.

Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the Chamber shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") and the Treasury regulations promulgated thereunder as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Code Section 170(c)(2) and the Treasury regulations promulgated thereunder as they now exist or as they may hereafter be amended.

Upon the dissolution of the Chamber or the winding up of its affairs, the assets of the Chamber shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Code Section 170(c)(2) and the Treasury regulations promulgated thereunder as they now exist or as they may be hereafter amended.

IN WITNESS WHEREOF, the undersigned Officers of The Chamber have executed these Amended and Restated Articles of Incorporation on this 23 day of April, 2002.

GREATER FORT LAUDERDALE
CHAMBER OF COMMERCE, INC.

By: Stephen Queior
Name: Stephen Queior
President

By: Cyril Spiro
Name: Cyril Spiro
Chair

By: Martin J. Shuham
Name: Martin J. Shuham
Director and General Counsel