

6/30/2017

# 735822

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
GREATER FORT LAUDERDALE CHAMBER OF COMMERCE, INC**

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*Art Restatement*

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**ARTICLES OF RESTATEMENT**

**REGARDING THE**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**Greater Fort Lauderdale Chamber of Commerce, Inc.**

Greater Fort Lauderdale Chamber of Commerce, Inc., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act (Chapter 617, Florida Statutes), for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida that:

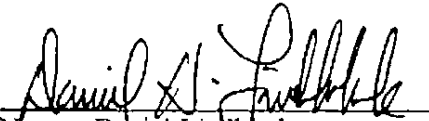
1. The name of the Corporation is Greater Fort Lauderdale Chamber of Commerce, Inc.
2. The Corporation's Articles of Incorporation were last Amended and Restated on February 1, 2002 and filed with the Department of State of the State of Florida on April 30, 2002 (and were assigned Document Number 735822).
3. The Corporation's Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles") contain various amendments to the Corporation's Articles of Incorporation (as amended to date), all as set forth in full in the attachment hereto.
4. The Amendment and Restatement hereby made to the Articles of Incorporation of the Corporation by the Restated Articles required member approval and was duly approved and adopted by members in good standing of the Corporation at its Annual/Regular Meeting on February 10, 2017, pursuant to Sections 617.1002 and 617.1007 and other applicable provisions of the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes (the "Act"). The number of votes cast was sufficient for approval of the Amended and Restated Articles of Incorporation under the applicable provisions of the Act and the existing Articles of Incorporation.

[signatures on following page]

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Restatement  
as of JUNE 29, 2017

By:   
Name: Daniel Lindblade  
Its: President

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

Pursuant to Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the Articles of Incorporation of Greater Fort Lauderdale Chamber of Commerce, Inc., a Florida corporation (the "corporation"), not for profit, duly organized to do business under the laws of the State of Florida, the current Articles of Incorporation of which were filed with the Department of State of the State of Florida on April 30, 2002, are hereby amended and restated in their entirety as follows:

ARTICLE I

Name and Location of Principal Office

The name of this corporation is Greater Fort Lauderdale Chamber of Commerce, Inc., a Florida corporation, not for profit. Its principal office shall be 512 NE Third Avenue, Fort Lauderdale, Florida 33301, with branch offices at such places as the Board of Directors of the corporation (the "Board of Directors") may from time to time by resolution provide.

ARTICLE II

Term

This corporation shall exist perpetually until dissolved by process of law.

ARTICLE III

General Purposes

The corporation is an action-oriented business organization incorporated to (1) promote a favorable business climate for its membership and community; (2) work with other interested organizations to develop effective mechanisms for taking action on issues of community interest; (3) provide business leadership for improvement of the economy, political environment and quality of life; and (4) engage in all other activities permitted under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

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## ARTICLE IV

### Activities Not Permitted

No power shall be exercised by the Board of Directors in any manner which may jeopardize the status of the corporation as an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

The corporation shall observe all local, state, and federal laws which apply to a non-profit corporation as defined in Section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

## ARTICLE V

### Distribution of Assets

No part of the net earnings of this corporation shall inure to the benefit of any member, director, or officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes).

In the event of liquidation, dissolution or other discontinuance of the business and operation of the corporation, no surplus remaining after payment of the just debts and liabilities of the corporation shall be distributed to or among the members of the corporation, but after making provision for payment of all the liabilities of the corporation, the remaining assets shall be distributed to an organization or organizations elected by the Board of Directors and operated not-for-profit with purposes similar to those of the corporation.

## ARTICLE VI

### Management of Corporate Affairs

Board of Directors: The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation may be increased or diminished from time to time by the bylaws of the corporation (the "Bylaws") then in effect, but shall never be fewer than 15. Directors shall be nominated by a nominations committee and approved by the Board of Directors in the manner provided for in the Bylaws. The Board of Directors may determine the type and number of Directors, term limits, and duties and responsibilities of such Directors. The Board of Directors shall determine the time, place, and purpose of meetings, as set forth in the Bylaws. Directors must be members of the corporation, either individually or through a corporation or other legal entity.

Executive Committee: The Board of Directors shall establish the structure, size, and powers of the corporation's Executive Committee (the "Executive Committee"). The Executive

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Committee shall be responsible for developing recommendations for the long-term goals and objectives of the corporation, shall oversee the day-to-day operations of the corporation and shall act on all matters affecting the corporation when there is insufficient time to convene a meeting of the Board of Directors. To accomplish this, and in all events to the extent permitted by applicable law, 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. Without limiting the generality of the foregoing, the Executive Committee may not (a) approve or recommend to members actions or proposals required by Florida law to be approved by members; (b) fill vacancies on the Board of Directors or any committee thereof; or (c) adopt, amend, or repeal the bylaws. All actions by the Executive Committee shall occur consistent with the meeting, quorum, and notice requirements established by the Bylaws. The Executive Committee 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.

**Officers:** The Board of Directors shall also determine the appropriate officers of the corporation and the qualifications, terms, duties and responsibilities of such officers. At a minimum, the corporation shall have a President/Chief Executive Officer, Chair of the Board, Chair-Elect, Treasurer, and Legal/General Counsel.

## ARTICLE VII

### Limitation of Liability; Indemnification; Insurance

Directors and officers of the corporation shall not be personally liable for monetary damages to any person, for or in connection with any statement, vote, decision or failure to take action and the corporation shall, and does hereby, indemnify to the fullest extent permitted or authorized by current or future legislation or current or future judicial or administrative decisions, every Director and officer of the corporation 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 person being or having been a Director or officer of the corporation or any settlement thereof whether or not such person is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of such person's duties. The right to indemnification conferred by this Article VII shall include the right to be paid by the corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of the final disposition of such proceeding upon the corporation's receipt of an undertaking by or on behalf of the Director or officer to repay such amounts if it shall ultimately be determined and found that he or she is not entitled to be indemnified by the Corporation pursuant to this Article VII. Any repeal or modification of this Article VII shall not adversely affect any rights to indemnification and/or to the advancement of expenses of a Director or officer of the corporation existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

The corporation may purchase and maintain insurance (including, without limitation, errors and omissions insurance) on behalf of and for the benefit of any person who is or was a

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Director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise (including serving as a trustee or fiduciary of an employee benefit plan), with respect to any liability asserted against him or her or incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article VII or the applicable provisions of Florida law.

### ARTICLE VIII

#### Membership

All persons, firms and corporations lawfully engaged in business and the professions interested in the well-being of the Greater Fort Lauderdale Area, or who desire to preserve and promote any of the objectives of the corporation, shall be eligible for membership.

The Board of Directors may establish various types of memberships, along with the qualifications, rights, and limitations from time-to-time. All applications for membership shall be in writing to the corporation, such application constituting an agreement on the part of the applicant, if selected, to adhere to all Bylaws, policies, and procedures adopted by the Board of Directors. The admission to membership shall be approved by the Board of Directors in the manner provided for in the Bylaws.

### ARTICLE IX

#### Board of Governors

The group previously known as the Board of Governors has been eliminated and disbanded by the corporation.

### ARTICLE X

#### Bylaws

The Board of Directors may adopt such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as the Board of Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered, or rescinded by a majority vote of the Directors present at any regular meeting of the Board of Directors, or special meeting of the Board of Directors called for that purpose, provided that the full text of the proposed amendment or amendments shall have been mailed or electronically delivered to each Director at least ten (10) days prior to the date of the meeting at which the amendment is voted upon.

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ARTICLE XIAmendment to Articles of Incorporation

Amendments to these Amended and Restated Articles of Incorporation may be adopted at a meeting of the board of directors by a majority vote of the Directors then in office, provided the full text of the proposed amendment or amendments shall have been mailed or electronically delivered to each Director, or made available on the corporation's website, in each case at least ten (10) days prior to the date of the meeting at which the amendment is voted upon.

ARTICLE XIIRegistered Office and Agent

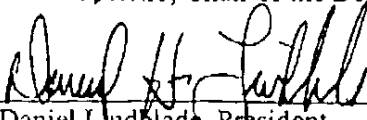
The street and mailing address of the registered office of the corporation is 512 East Third Avenue, Fort Lauderdale, Florida 33301. The name and address of the corporation's registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Amended and Restated Articles of Incorporation, is Daniel Lindblade, President, Greater Fort Lauderdale Chamber of Commerce, located at 512 East Third Avenue, Fort Lauderdale, Florida 33301.

\* \* \* \* \*

This amendment and restatement of the Articles of Incorporation of the corporation (i) has been duly authorized and approved by the requisite vote of the members of the corporation as required under and pursuant to Chapter 617, Florida Statutes, and (ii) supersedes and replaces in its entirety all prior Articles of Incorporation of the corporation and all amendments thereto effected prior to the date hereof.

IN WITNESS WHEREOF, the undersigned, by and on behalf of the Corporation and for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the laws of the State of Florida, have executed these Amended and Restated Articles of Incorporation as of this 29<sup>th</sup> day of JUNE, 2017.

  
\_\_\_\_\_  
Keith Costello, Chair of the Board

  
\_\_\_\_\_  
Daniel Lindblade, President