

736510

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

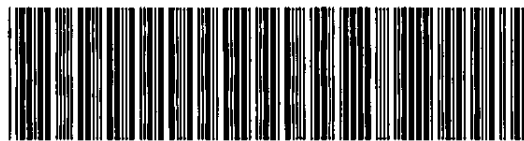
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300262415773

07/30/14--01003--028 **35.00

FILED
14 OCT -6 PM 1:59
NOTARY PUBLIC
STATE OF TEXAS

Amended/Restarted
@ 10.7.14

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: **Key Largo Chamber of Commerce, Inc**

DOCUMENT NUMBER: **736510**

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

Please return all correspondence concerning this matter to the following:

Craig Cope, Executive Director

(Name of Contact Person)

Key Largo Chamber of Commerce, Inc

(Firm/ Company)

106000 Overseas Highway

(Address)

Key Largo, FL 33037

(City/ State and Zip Code)

president@keylargochoamber.org

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

For further information concerning this matter, please call:

Craig Cope

(Name of Contact Person)

at **305 451-1414**

(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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 11, 2014

CRAIG COPE
KEY LARGO CHAMBER OF COMMERCE, INC.
106000 OVERSEAS HIGHWAY
KAY LARGO, FL 33037

SUBJECT: KEY LARGO CHAMBER OF COMMERCE, INC.
Ref. Number: 736510

We have received your document for KEY LARGO CHAMBER OF COMMERCE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 214A00017151

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 OCT -6 PM 1:59

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
~~THE~~ KEY LARGO CHAMBER OF COMMERCE, INC
(A Florida Corporation, Not-For-Profit)**

In compliance with Chapter 617, Florida Statutes, the following Amended and Restated Articles of Incorporation of ~~The~~ Key Largo Chamber of Commerce, Inc., A Florida Corporation, Not-For-Profit, originally incorporated as The Florida Upper Keys Chamber of Commerce, Inc., duly organized to do business under the laws of the State of Florida, with its Certificate of Incorporation having been filed with the office of the Secretary of State on July 30, 1976, is submitted:

ARTICLE I

Name and Location of Principal Office

The name of this Corporation is ~~The~~ Key Largo Chamber of Commerce, Inc., A Florida Corporation, Not-For-Profit. Its principal office of business shall be at 106000 Overseas Highway, Key Largo, Florida, 33037, with branch offices at such places as the Board of Directors may from time to time by resolution provide.

ARTICLE II

Term

This Corporation shall exist perpetually until dissolved by due process of law.

ARTICLE III

General Purposes

This Corporation is formed for the purpose of (a) advancing the economic, commercial, professional, cultural and civic welfare of that area of Monroe County, Florida known as District V ("District V"), (b) encouraging the development of

businesses while giving all the authorized assistance to new firms or individuals seeking to do business in District V, (c) supporting all activities believed to be beneficial to the community, county and state in general, (d) promoting the welfare of all area citizens following those policies intended to accomplish the greatest good for the community, and (e) engaging 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.

ARTICLE IV

Activities Not Permitted

This Corporation shall observe all local, state and federal laws which apply to a non-profit organization 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

Dedicated and 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 affecting one or more of its purposes) and no member, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

In the event of dissolution, the residual assets of this Corporation will be turned over to one or more organizations which themselves are exempt as organizations described

in Section 501(c)(6) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future United States Internal Revenue law, or to the Federal, State, or local government for exclusive public purpose.

ARTICLE VI

Management of Corporate Affairs

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors (or Board of Governors). The number of directors of the Corporation may be increased or diminished from time to time by the Bylaws, but shall never be less than seven (7). The meeting electing new directors shall be held annually. The method of election of and the terms of the directors shall be stated in the Bylaws.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors.

ARTICLE VII

Indemnification

Every person who now is or hereafter shall be a director or officer of the Corporation shall be indemnified by the Corporation against all costs and expenses (including counsel fees) hereafter reasonable incurred by or imposed upon him or her in

connection with, or resulting from, any action, suit or proceedings of whatever nature, to which she or he is or shall be made a party by reason of his or her being or having been a director or officer of the Corporation (whether or not she or he is a director or officer of the Corporation at the time he or she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon her or him) except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been negligent in the performance of her or his duties as such director or officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE VIII

Membership

All reputable persons, firms, partnerships, corporations or associations may subscribe for membership subject to the qualifications established in the Bylaws.

ARTICLE IX

Amendments to Articles of Incorporation and By-Laws

The Articles of Incorporation and the Bylaws may be altered, amended or rescinded by a majority vote of the members present at a general or special meeting called for that purpose. Notice of the meeting at which the proposed changes will be voted upon shall be given not less than fourteen (14) days prior to the meeting. The notice shall state or fairly summarize the proposed amendments to be considered.

ARTICLE X

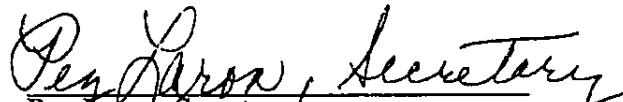
Registered Office and Agent

The name and address of the registered agent of this Corporation is Craig C.

Cope, 106000 Overseas Highway, Key Largo, Florida.

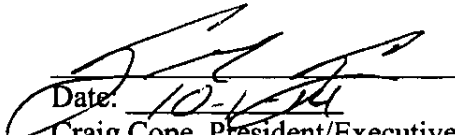
IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Amended and Restated Articles of Incorporation on this 14th day of August, 2013.


Dawn DeBrule, Chair


Peg Laron, Secretary

FLA.STAT. §617.1007 CERTIFICATION
CONCERNING THE RESTATED ARTICLES OF INCORPORATION
OF THE KEY LARGO CHAMBER OF COMMERCE, INC.

The Restated Articles of Incorporation of the Key Largo Chamber of Commerce contain Amendments that required member approval. The Amendments were adopted by the members on August 14, 2013. The number of votes cast for the amendment was sufficient for approval.


Date: 10-1-14
Craig Cope, President/Executive Director
Key Largo Chamber of Commerce

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 7-25-14

Signature _____

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Craig Cope
(Typed or printed name of person signing)

Executive Director
(Title of person signing)