

754878

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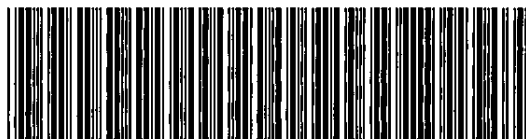
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2007 FEB 28 PM 3:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: JACKSONVILLE REGIONAL CHAMBER OF COMMERCE, INC.

DOCUMENT NUMBER: 754878

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

Please return all correspondence concerning this matter to the following:

CAROLYN SNIDER, PARALEGAL

(Name of Contact Person)

FOLEY & LARDNER LLP

(Firm/ Company)

ONE INDEPENDENT DR., SUITE 1300

(Address)

JACKSONVILLE, FLORIDA 32202-5017

(City/ State and Zip Code)

For further information concerning this matter, please call:

CAROLYN SNIDER, PARALEGAL

(Name of Contact Person)

at ( 904 ) 359-8762

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$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

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**JACKSONVILLE REGIONAL CHAMBER OF COMMERCE, INC.**

**(2007)**

**FILED**  
2007 FEB 28 PM 3:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Articles of Incorporation of JACKSONVILLE REGIONAL CHAMBER OF COMMERCE, INC., a corporation organized under Chapter 617, Florida Statutes, and incorporated on October 29, 1980, under the name Jacksonville Chamber of Commerce, Inc., as previously amended and restated on December 18, 1992, and thereafter amended and restated with a name change to Jacksonville Regional Chamber of Commerce, Inc. on June 20, 2003, are hereby further amended and restated to (1) amend Article V of the Articles of Incorporation to provide for the number of directors to be fixed pursuant to the Bylaws, and (2) restate in its entirety the Articles of Incorporation, as so amended, as follows:

**ARTICLE I**

**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the Corporation shall be JACKSONVILLE REGIONAL CHAMBER OF COMMERCE, INC. The mailing address and principal offices of the Corporation shall be located at 3 Independent Drive, Jacksonville, Duval County, Florida 32202.

**ARTICLE II**

**DURATION**

The corporation shall have perpetual existence.

**ARTICLE III**

The purpose of the Corporation is to lead regional economic development; foster a positive business climate; and leverage essential resources that create, enhance and expand First

Coast businesses. The Corporation shall have all powers necessary or appropriate to carry out such purposes. Notwithstanding the foregoing, the Corporation shall not conduct or carry on any 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. No part of the assets of the Corporation nor the earnings thereof shall inure to the benefit of any member, director, officer or employee of the Corporation, except that the Corporation may pay reasonable compensation for services provided to the Corporation or on its behalf. Upon dissolution of the Corporation the assets of the Corporation remaining after the satisfaction of all its liabilities shall be transferred only to an organization or organizations that are operated exclusively for charitable, scientific or educational purposes and which are exempt from tax under provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

#### ARTICLE IV

##### MEMBERSHIP

The qualifications for members and the manner of their selection shall be as provided by the Bylaws of the Corporation.

#### ARTICLE V

##### BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three members of the Corporation. The qualifications, number, manner of selection and terms of Directors shall be as provided in the Bylaws of the Corporation. At any meeting of the Board of Directors, one-third of the members of the Board of Directors shall constitute a quorum.

## ARTICLE VI

### BOARD OF GOVERNORS; AMENDMENTS

The power to amend these Articles of Incorporation shall be vested in the Board of Governors. The qualifications, number, manner of selection, terms and responsibilities of the Board of Governors shall be as provided in the Bylaws of the Corporation. These Articles of Incorporation may be amended by the affirmative vote of not less than two-thirds of those members of the Board of Governors present and voting at any regular or special meeting of the Board of Governors.

## ARTICLE VII

The foregoing Amended and Restated Articles of Incorporation were adopted and approved by the Board of Governors of the Corporation on February 21, 2007. There are no members of the Corporation entitled to vote.

## ARTICLE VIII

### REGISTERED AGENT

The street address of the registered office of this Corporation is 3 Independent Drive, Jacksonville, Florida 32202 and the name of its registered agent at such address is Walter M. Lee III. The registered agent may be changed by the Board of Directors as provided by law without the necessity of amending these articles.

**CERTIFICATE**

IN WITNESS WHEREOF, the undersigned President of the Jacksonville Regional Chamber of Commerce, Inc., has executed these Amended and Restated Articles of Incorporation of Jacksonville Regional Chamber of Commerce, Inc., this 22<sup>nd</sup> day of February, 2007, and by his execution, hereof, certifies that:

a. The foregoing was proposed by a two-thirds vote of the Board of Governors of the Corporation and approved by a two-thirds vote of the members of the Board of Governors present at a meeting held on February 21, 2007, duly and properly called, at which a quorum was present, such quorum and such vote being sufficient for approval; and

b. The foregoing Amended and Restated Articles of Incorporation amend Article V, restate the Articles of Incorporation, as so amended, and supersede the Amended and Restated Articles of Incorporation as previously in effect and all amendments thereto.

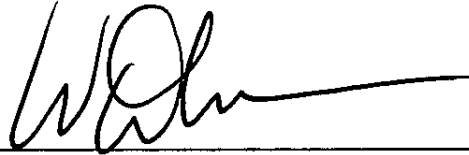
JACKSONVILLE REGIONAL CHAMBER OF  
COMMERCE, INC.

By: 

Walter M. Lee, III, President

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in the above Amended and Restated Articles of Incorporation, the undersigned agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties. He is familiar with and accepts the obligations of a registered agent.



\_\_\_\_\_  
Walter M. Lee, III

Date: February 22, 2007