

754878

3 Independent Drive
Jacksonville, Florida 32202

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

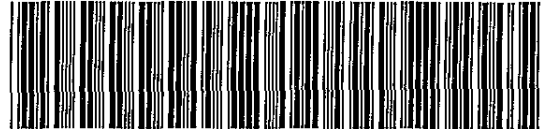
(Business Entity Name)

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03 JUN 20 PM 1:39

SECRETARY OF STATE
TALLAHASSEE, FL 32301

Anstark ML
T. Lewis 6/23/03



June 18, 2003

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Attn: Thelma Lewis
Document Specialist Supervisor

Dear Ms. Lewis:

Please find enclosed the revised "Articles of Amendment to Articles of Incorporation" for the Jacksonville Chamber of Commerce, Inc.

The fee was paid when we sent the documents in January.

We apologize for the delay in returning the documents to you. However, we would appreciate anything you can do to expedite the process.

Please call Joyce Riley at (904) 366-6613 if you should have any questions. Thank you.

Sincerely,

A handwritten signature in cursive script that reads "Anna Lee".

Anna Lee
Executive Assistant



FLORIDA DEPARTMENT OF STATE
Ken Detzner
Secretary of State

January 16, 2003

JACKSONVILLE CHAMBER OF COMMERCE, INC.
3 INDEPENDENT DRIVE
JACKSONVILLE, FL 32202

SUBJECT: JACKSONVILLE CHAMBER OF COMMERCE, INC.
Ref. Number: 754878

We have received your document for JACKSONVILLE CHAMBER OF COMMERCE, INC. and check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You cannot file Articles of Amendment with Amended and Restated Articles. If you choose to file the Amended and Restated Articles the present name of the corporation must be in the heading.

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) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 103A00002295

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
JACKSONVILLE CHAMBER OF COMMERCE, INC.
(2002)

FILED
03 JUN 20 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The JACKSONVILLE CHAMBER OF COMMERCE, INC., a corporation organized under Chapter 617, Florida Statutes, amends and restates in its entirety the Articles of Incorporation of the Jacksonville Regional Chamber as follows:

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the Corporation shall be JACKSONVILLE REGIONAL CHAMBER OF COMMERCE, INC. The principal offices of the Corporation shall be in Jacksonville, Duval County, Florida.

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 more than 28 members. The qualifications, 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 Directors shall constitute a quorum.

ARTICLE VI

AMENDMENTS

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 Directors of the Corporation on November 4, 2002. 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 and the name of its current registered agent at such address is Walter M. Lee III, President. The registered agent may be changed by the Board of Directors as provided by law without the necessity of amending these articles.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Jacksonville Regional Chamber of Commerce, Inc., have executed these Amended and Restated Articles of Incorporation of Jacksonville Chamber of Commerce, Inc., this 4 day of November 2002, and who, by their executive, hereof, certify that the foregoing was proposed by a two-thirds vote of the Board of Governors of the Corporation as stated in the Strategic Plan and approved by a two-thirds vote of the members of the Board of Governors at a meeting held on July 17, 2002, duly and properly called, at which a quorum was present, such quorum being sufficient for approval.

JACKSONVILLE REGIONAL CHAMBER OF COMMERCE, INC.

By: _____

President

Attest: _____

WALTER M. LEE, III

Secretary
(Corporate Seal)

STATE OF FLORIDA

COUNTY OF DUVAL

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Walter M. Lee III, well known to me to be the President and Secretary, respectively, of the Jacksonville Regional Chamber of Commerce, Inc., the Corporation in whose name the foregoing instrument was executed, and that he severally acknowledged the same as such officers of such corporation freely and voluntarily under authority duly vested in him by said Corporation, that the seal affixed thereto is the true corporate seal of said corporation, and that he further acknowledged that the certifications therein contained are true.

WITNESS my hand and official seal in the State and County last aforesaid this 4
day of November, 2002.



Anna R. Lee
MY COMMISSION # CC919906 EXPIRES
April 15, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

Anna R. Lee
Notary Public, State of Florida at large.

My Commission expires: 4-15-04