

764035

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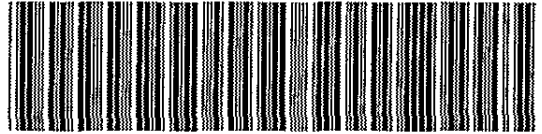
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Amend
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Sarasota Convention and Visitors Bureau, Inc.

DOCUMENT NUMBER: 764035

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

Please return all correspondence concerning this matter to the following:

Virginia J. Haley

(Name of Contact Person)

Sarasota Convention and Visitors Bureau, Inc.

(Firm/ Company)

766 Hudson Avenue, Ste A

(Address)

Sarasota, FL 34235

(City/ State and Zip Code)

For further information concerning this matter, please call:

Virginia J. Haley

(Name of Contact Person)

at (941) 955 0991

(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
SARASOTA CONVENTION AND VISITORS BUREAU, INC.**

(A Corporation Not for Profit)

Sarasota Convention and Visitors Bureau, Inc., a Florida not for profit corporation (the "Corporation"), filed its original articles of incorporation with the Florida Secretary of State on July 6, 1982 (the "Original Articles"). The Original Articles were amended on the September 29, 1986, when the Corporation filed Articles of Amendment. The Corporation's board of directors adopted a resolution setting forth the following Amended and Restated Articles of Incorporation (the "New Articles") and directed that the New Articles be submitted to a vote at a meeting of the Corporation's members entitled to vote on the proposed amendment. Written notice setting forth the proposed amendment was given to each member entitled to vote at such meeting in accordance with the articles of incorporation and/or the bylaws. The New Articles were adopted by the members on the 26 day of October 2006 by a sufficient number of member votes, from members entitled to vote and present at such meeting or represented by proxy, to approve the New Articles. These duly adopted New Articles supersede the Original Articles and all amendments to them. Articles I through XIV are hereby amended and restated as follows:

**"I.
NAME OF CORPORATION**

The name of this corporation shall be:

Sarasota Convention and Visitors Bureau, Inc.

The principal address and the mailing address of the Corporation shall be:

766 Hudson Avenue
Sarasota, FL 34236

**II.
STATEMENT OF CORPORATE NATURE**

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Corporation Not for Profit Act (the "Act") set forth in Chapter 617 of the Florida Statutes.

**III.
PURPOSES**

- (a) The purpose of the Corporation shall be to be a full service destination management organization to promote the advancement and development of tourism in Sarasota County, Florida.
- (b) The general purposes for which this Corporation is formed are to operate exclusively for such charitable and education purposes as will qualify it as an exempt organization under Section 501(c) (6) of the Internal Revenue Code of 1986 or corresponding provisions of and subsequent federal tax laws, including, for such purposes, the making

of distributions to organizations which qualify as tax-exempt organizations under that Code.

- (c) Notwithstanding any other provision of these articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law or (b) a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States internal revenue law.
- (d) This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

IV. MEMBERSHIP

- (a) Eligibility. The Corporation's Board of Directors may admit firms and corporations interested in tourism and who have an established record of ethical business practices and consumer relations.
- (b) Rights and Liabilities of Members. The members of this Corporation shall have no right, title, or interest whatsoever in its income, property or assets, nor shall any portion of such income, property or assets be distributed to any member on the dissolution or winding up of this Corporation. Members of this Corporation shall not be personally liable for the debts, liabilities or obligations of the Corporation and shall not be subject to any assessments.

V. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a board of directors consisting of not less than three (3) persons, as determined pursuant to provisions of the Bylaws. The board of directors of the Corporation shall be elected at the meeting of the Board of Directors of the Corporation, held in September of each year, to serve until the next annual meeting or until their respective successors are duly elected. The method of election of directors shall be as stated in the bylaws.

VI. OFFICERS

The board of directors shall elect the following officers: Chairman, Vice-Chairman, Secretary/Treasurer, and such other officers as the bylaws of this Corporation may authorize the directors to elect from time to time. The method of election of officers shall be as stated in the bylaws.

VII. CORPORATE EXISTENCE

The existence of this Corporation shall be perpetual, unless dissolved according to law.

**VIII.
BYLAWS**

Subject to the limitations contained in the bylaws, and any limitations set forth in the Act, concerning corporate action that must be authorized or approved by the members of the Corporation, bylaws of this Corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedures set forth therefore in the bylaws.

**IX.
REGISTERED OFFICE**

The street address of the registered office of the Corporation is 200 S. Orange Avenue, Sarasota, Florida 34236, and the name of the registered agent of this Corporation at that address is Mitchell O. Palmer.

**X.
COMMITTEES**

The Corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the Corporation.

**XI.
DEDICATION OF ASSETS**

The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

**XII.
DISTRIBUTION OF ASSETS**

In the event of dissolution, the residual assets and income of the organization will be turned over to one or more organizations described in Sections 501(c)(6) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purpose.

**XIII.
MISCELLANEOUS**

- (a) Distribution of Income. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax law.
- (b) Self-dealing. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

- (c) **Excess Business Holding.** The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- (d) **Investments Jeopardizing Charitable Purpose.** The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent tax laws.
- (e) **Taxable Expenditures.** The Corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

XIV. AMENDMENT

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of the board of directors for their vote. Amendments may be adopted by the vote of three-quarters (3/4) of a quorum of the board of directors of the Corporation."

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Incorporation this 5 day of January, 2007.

By: _____

Mohammad Gharavi
As its Chairman

SARASOTA CONVENTION & VISITORS BUREAU
Board of Directors Slate of Officers and Board Members
2007

Officers	Members at Large
<p>Chairman Mohammad Gharavi Hyatt Sarasota 1000 Boulevard of the Arts Sarasota, FL 34236 Phone 953-1234 Fax 953-6449 mggharavi@hyatt.com</p>	<p>Margaret Callihan SunTrust Bank Southwest Florida 1777 Main Street (9th floor) Sarasota, FL 34236 Phone 951 3386 Margaret.callihan@suntrust.com</p>
<p>Vice Chairman Sharon Cunningham Cunningham Property Management 1030 Sea Side Drive Sarasota, FL 34242 Phone 349-7333 Fax 349-5096 Sharon@vacationfla.com</p>	<p>John Wetenhall, Ph.D. The John and Mable Ringling Museum of Art 5401 Bay Shore Road Sarasota, FL 34243 359 5700 ext 2003 Cell 447 4444 jwetenhall@ringling.org</p>
<p>Secretary/Treasurer Kathy Baylis Economic Development Corporation 2601 Cattlemen Rd., Suite 201 Sarasota, FL 34232 Phone 309-1200 x200 Fax 309-1209 kbaylis@edcsarasotacounty.com</p>	<p>David Pierce Venice Area Chamber of Commerce 597 S. Tamiami Trail Venice, FL 34285 Phone 488 2236 Fax 484 5903 dpierce@venicechamber.com</p>
<p>Immediate Past Chairman James McManemon The Ritz-Carlton 1111 Ritz-Carlton Drive Sarasota, FL 34236 Phone 309-2000 Fax 309-2010 Jim.mcmanemon@ritzcarlton.com</p>	<p>Leslie Power Hotel Indigo 1223 Boulevard of the Arts Sarasota, FL 34236 Phone 487 3800 Cell 685 3894 lpower@wesleygroup.com</p>
<p>President Virginia J. Haley Sarasota Convention & Visitors Bureau 766 Hudson Avenue, Suite A Sarasota, FL 34236 Phone: 955-0991 Fax 955-1929 vhaley@sarasotafl.org</p>	<p>Jay Riley Epicurean Life 1924 S. Osprey Avenue Sarasota, FL 34239 Phone 954 0609 x105 Fax 953 9439 jriley@epicureanlife.com</p>
	<p>Aledia Tush CB Saltwater Outfitters 1249 Stickney Point Rd Sarasota, FL 34242 Phone 349 4400 Fax 346 1148 info@cboutfitters.com</p>

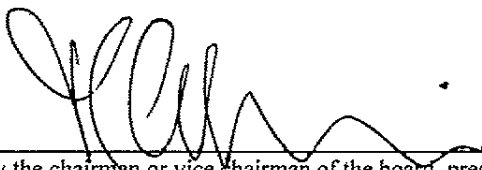
The date of adoption of the amendment(s) was: November 1, 2006

Effective date if applicable: December 28, 2006
(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 was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

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.)

Mohammad Gharavi

(Typed or printed name of person signing)

Chairman

(Title of person signing)

FILING FEE: \$35