

768753

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend + 2-11-08

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Orlando/Orange County Convention & Visitors Bureau, Inc.

DOCUMENT NUMBER: 768753

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

Please return all correspondence concerning this matter to the following:

Chelsie Roberts

(Name of Contact Person)

Ford & Harrison LLP

(Firm/ Company)

300 South Orange Avenue, Suite 1300

(Address)

Orlando, Florida 32801

(City/ State and Zip Code)

For further information concerning this matter, please call:

Chelsie Roberts

(Name of Contact Person)

at (407) 418-2300

(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

**ORLANDO/ORANGE COUNTY
CONVENTION & VISITORS BUREAU, INC.**

Preamble

The Original Articles of Incorporation were filed with the Florida Secretary of State on June 3, 1983. Subsequently, the Corporation's Board of Directors adopted a Resolution endorsing and recommending to the membership the following "Amended and Restated Articles of Incorporation" at a meeting on November 15, 2007. Consequently, and pursuant to the Corporation Original Articles and controlling Bylaws, the Board of Directors directed that the new Articles be submitted for a vote at the Corporation's annual meeting by all members entitled to vote on the proposed amendments. Written notice setting forth the proposed amendments was duly given to each member entitled to vote, consistent with the Original Articles and applicable Corporation Bylaws. The new Articles, as amended, were approved and adopted by a proper vote of the members present or by proxy at the annual meeting of the Corporation held on December 14, 2007. The following amended Articles supersede and control over the Original Articles and any amendments or Corporate actions that may be inconsistent with them.

Article I

The name of this corporation shall be **Orlando/Orange County Convention & Visitors Bureau, Inc. (Corporation).**

Article II

This purpose of this corporation is to be a full service destination management organization and, among the purposes for which this corporation is formed, are:

1. To promote, advance, and provide the means for a cooperative approach primarily focused on the development of the tourism and convention industry in the Orlando and Orange County;
2. To educate and enlighten elected officials, governing bodies, regulators, and legislators about the value, positive financial impact, economic

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benefits, and other advantages of the tourism and convention industries primarily for the Orlando and Orange County areas;

3. To study, advise, and either take or recommend action on economic opportunities, regulations, and legislation that will advance, protect, or, otherwise affect the financial well-being and other interests of the tourism and convention industry generally but primarily for the Orlando and Orange County areas;

4. To educate the media and consumers about the services, value, economic role, financial impact, overall importance, and other benefits or advantages provided to the community by the tourism and convention industries;

5. To provide a forum and a productive environment for discussion between the members of the tourism and convention industry that will encourage the exchange of ideas and will foster competition and promote the tourism and convention industries generally by the creation and development of innovations and other measures for the general good;

6. To establish and to maintain relationships and liaisons with governmental, educational, and other organizations that will support and contribute to the advancement and development of the tourism and convention industries.

7. To act as needed or proper at any time or place for the accomplishment of any of the corporate purposes, or towards the attainment of any one or more of the enumerated goals, or that otherwise may be conducive to the interests of the corporation and of its members, or as may be necessary to advance or to protect its interests of the Corporation and/or its members, and to act accordingly;

8. To exercise all powers, rights and privileges necessary or incidental to the purposes for which the corporation is organized or to the activities in which it is engaged, including the right to make, use, and enforce contracts or assert any rights thereunder on behalf of its members acting through this corporation, and including any rights, powers and privileges granted by the laws of the State of Florida to corporations except such as are inconsistent with these purposes.

9. To operate at all times and in such ways that will allow the Corporation to continue to qualify as an exempt organization under Section 501 (c)(6) of the Internal Revenue Code of 1986, or corresponding provisions of such tax law, as well as any subsequent federal tax laws that may be applicable to such exemption.

Article III

The location of the registered office of the Corporation is: 6700 Forum Drive, Suite 100, Orlando, Florida 32821.

The name and address of the registered agent for the Corporation is:

Gary C. Sain, President
6700 Forum Drive, Suite 100
Orlando, Florida 32821

Said registered agent is an actual resident of the State of Florida.

Article IV

The business affairs of the Corporation shall be managed by a Board of Directors, as more fully set forth in the Corporation's Bylaws, as such may be amended from time to time. The number and term of directors may be increased or decreased from time to time as provided by the Corporation's Bylaws; however, the number of directors shall at no time be less than three (3). In each year, the number of directors to be elected during the annual meeting of the Members will be noted either in the membership notice for the annual meeting or at the start of the annual meeting. Except as may be otherwise provided in the Corporation Bylaws, the term of office of all directors shall begin immediately after their election and shall continue for an initial term of two (2) years.

Article V

The Corporation shall have members with such rights and responsibilities as is set forth in the Bylaws of the Corporation. Any individual or organization, upon qualifying and approval as set forth in the Bylaws of the Corporation, shall be eligible to membership in this Corporation. Membership is at the sole discretion of the Board of Directors, which shall have the power to set the qualifications and criteria for the admission of members, including, without limitation, the establishment of differing classes of membership.

Article VI

The voting power and the property rights and interests of the members of this corporation shall be determined and fixed upon the following basis, to wit:

1. The voting power of the members shall be equal and each member shall have one (1) vote;

2. Any individual or organization who may be admitted as a member of the Corporation and shall have voting powers and other rights on the same basis as all other members and in accordance with the general rule stated above.

Article VII

The Corporation may provide in its Bylaws the terms and conditions upon which, and the time when, membership may cease; the mode, manner and effect of the expulsion or suspension of a member; the method, time and manner of withdrawal; the right of members to vote by proxy or by alternative means; and any other matter in furtherance of, but not in conflict with these articles.

Article VIII

The Corporation shall not have the authority to issue stock.

Article IX

The duration of the Corporation shall be perpetual.

Article X

No part of the assets or net earnings of the Corporation shall inure to the benefit of or be distributable to its officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this article. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under 501(c)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law).

Article XI

No director, officer, employee or authorized agent of the Corporation shall have any personal liability to the Corporation and, further, shall be held harmless and will be indemnified for any liability by reason of such status or relationship, as is more fully set forth in the Corporation Bylaws, and to the fullest extent permitted by Florida corporate law.

Article XII

In the event of dissolution or final liquidation of the Corporation, the remaining assets of the Corporation shall be applied and distributed as follows: all liabilities and obligations of the Corporation shall be paid, satisfied, and

discharged, or provisions shall be made therefore; any assets held on the condition they be returned, transferred or conveyed upon dissolution shall be disposed of in accordance with such requirements; all remaining assets of every nature and description shall be distributed to one or more corporations, funds, foundations or other organizations qualified for exemption from Federal income tax under Section 501(c)(3) or 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).

In witness, we have signed this 25th day of January, 2008.

ACKNOWLEDGEMENT:

Mark McHugh
Chair of the Board of Directors

STATE OF FLORIDA

COUNTY OF ORANGE

On the 25th day of January, 2008, before me personally appeared, Mark McHugh, to me known, and known to me to be the person described in and who executed the foregoing instrument, and he/she duly acknowledged to me that he/she executed the same.

Shelia Dudney
Notary Public, State of Florida

Printed Name of Notary



Shelia Dudney
Commission # DD367885
Expires November 1, 2008
Bonded Troy Fair - Insurance, Inc. 800-386-7019

My commission expires:

**Articles of Amendment
to
Articles of Incorporation
of**

Orlando/Orange County Convention & Visitors Bureau, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

768753

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

n/a

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article II, para. 1; "primarily" added after "approach"; "areas as well as for the East Central Florida region"

deleted at end of sentence.

Article II, para. 2; "primarily for" added after "industries"; "to both" deleted; "as well as for the East Central

Florida region" deleted at end of sentence.

Article II, para. 3; "but primarily" added after "generally"; "as well as" after "generally" deleted; "and the East Central

Florida region" deleted at end of sentence.

Article II, para. 4; "local" deleted before "community."

Article III; "To be determined" replaced by "Gary C. Sain, President; 6700 Forum Drive, Suite 100; Orlando, Florida 32821."

Article V; "and approval as set forth in the Bylaws of the Corporation" added after "qualifying."

Article VI; para. 2; "who" added after organization; "as a member of" added after "admitted"; "to" deleted after "admitted."

Article VII; "upon which membership may be transferred or assigned and conditions" deleted after "conditions";

commas added after "which" and "when"; "mail" replaced by "alternative means."

(Attach additional pages if necessary)
(continued)

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The date of adoption of the amendment(s) was: December 14, 2007

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 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

Mark B. McHugh
(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.)

Mark B. McHugh
(Typed or printed name of person signing)

Chairman of the Board
(Title of person signing)

FILING FEE: \$35