

N00000001029

Florida Department of State

Division of Corporations

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TALLAHASSEE, FLORIDA

BASIC AMENDMENT

THE VILLAGES CHAMBER OF COMMERCE, INC.

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$43.75

T. LEWIS MAY 11 2000

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Certificate of Status	1
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 11, 2000

THE VILLAGES CHAMBER OF COMMERCE, INC.
1100 MAIN STREET
THE VILLAGES, FL 32159

SUBJECT: THE VILLAGES CHAMBER OF COMMERCE, INC.
REF: N00000001029

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

FAX And. #: H00000026179
Letter Number: 200A00026444

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

**RESTATED
ARTICLES OF INCORPORATION OF
THE VILLAGES CHAMBER OF COMMERCE, INC.**

(A Florida Corporation Not for Profit)

ARTICLE 1.

Name

The name of this corporation is THE VILLAGES CHAMBER OF COMMERCE, INC.
(hereinafter called the "Corporation").

ARTICLE 2.

Principal Place of Business and Mailing Address

The address of the principal office of the Corporation shall be 1100 Main Street, The Villages, Florida 32159.

ARTICLE 3.

Duration

The period of duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE 4.

Purpose

The Corporation is organized exclusively to act as a community chamber of commerce for the promotion and improvement of the common business and professional interests of, and to improve the business and professional conditions of, its members and the community as a whole.

ARTICLE 5.

Powers

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law. In addition to the powers specified, the Corporation shall have the additional powers specified in its Bylaws.

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ARTICLE 6.
Management

Management of the Corporation shall be vested in the Corporation's Board of Directors. The number and method of election of the directors of the Corporation who shall serve following the terms of the directors of the Corporation shall be as stated in the bylaws.

ARTICLE 7.
Board of Directors

The number constituting the Board of Directors of the Corporation is six (6). The names of the persons who shall serve as the Board of Directors of the Corporation are as follows:

Joseph Stewart
Stephen Drake
Connie Duff Wise
Philip Markward
Charles H. Smith
Gary Lester

ARTICLE 8.
Members

The Corporation shall have one or more classes of members. The qualifications for membership in the Corporation, the method of selecting and admitting members to the Corporation and the rights and responsibilities of members shall be as set forth in the Bylaws.

ARTICLE 9.
Disposition of Assets upon Dissolution

Upon dissolution of the Corporation, any assets remaining after the payment of its debts shall be disposed of by transfer to one or more organizations that are described in Section 501(c)(3) or Section 501(c)(6) of the Code, or corresponding sections of any future Federal tax code, to be used for one or more of the purposes of the Corporation, or to the State of Florida or any political subdivision or agency thereof to be used for exclusively public purposes, in such proportions as the Board of Directors of the Corporation shall determine. Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for public purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

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ARTICLE 10.

Restrictions

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons or individuals, 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 Article 4 hereof.

The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the Code, or corresponding section of any future Federal tax code.

ARTICLE 11.

Indemnification of Directors

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may deem appropriate or advisable from time to time.

ARTICLE 12.

Bylaws

The Bylaws of the Corporation may be amended, altered, or repealed and new Bylaws may be adopted only by the affirmative vote of a majority of the then members of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or with these Articles of Incorporation.

ARTICLE 13.

Amendment

These Articles of Incorporation shall be amended only by the affirmative vote of a majority of the then Board of Directors of the Corporation.

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ARTICLE 14.

Registered Office/Registered Agent


The street address of the Corporation's registered office in the State of Florida is 1100 Main Street, Suite 211, The Villages, Florida 32159, and the name of its registered agent at such office is: Jeffrey P. Skates.

IN WITNESS WHEREOF, the undersigned, President and Secretary of this Corporation have executed these Articles of Amendment, this 10th day of May, 2000.



Joseph Stewart, President

ATTEST:



Connie Duff Wise, Secretary

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Certificate of Amendment

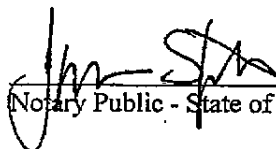
The undersigned, as President of the Corporation, after being duly sworn, states:

1. The name of the Corporation restating its Articles of Incorporation set forth above is The Villages Chamber of Commerce, Inc.;
2. The Restated Articles of Incorporation restates the Corporation's Articles of Incorporation in their entirety;
1. The Restated Articles of Incorporation required Member approval;
2. The sole Member of the Corporation approved and adopted the Restated Articles of Incorporation on April 14, 2000.
3. All of the Directors of the Corporation unanimously approved and adopted the Restated Articles of Incorporation on April 14, 2000.

This Certificate is given in fulfillment of the requirements of Florida Statutes, Section 617.1007.

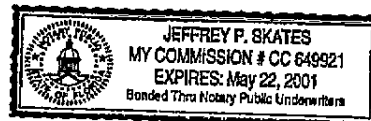

Joseph Stewart, President

Sworn to and subscribed before me this 10th day of May, 2000 by Joseph Stewart, President, who is ✓ personally known to me or — produced — as identification.


Notary Public - State of Florida

(Printed Name of Notary)

(Notary Seal)



1:\User\WVG\CORP\CLIENTS\The Villages Chamber\Restated Articles of Inc.wpd April 27, 2000

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