

N00000002050

LAW OFFICES

WILSON, JOHNSON & JAFFER, P.A.

27 SOUTH ORANGE AVENUE
SUITE ONE

SARASOTA, FLORIDA 34236

CLYDE H. WILSON (1908-1994)
ROBERT M. JOHNSON
CLYDE H. WILSON, JR.
JOHN S. JAFFER

TELEPHONE (941) 955-5800
FACSIMILE (941) 955-7353
E-MAIL: wilson@lawoffices.com

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 AUG 31 PM 4: 08

August 2, 2000

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

700003346667-6
-18/04/2000-2000-015-6
*****78.75 *****43.75

To Whom It May Concern:

We are enclosing ^{Restated} Articles of Incorporation of SARASOTA AFRICAN AMERICAN CHAMBER OF COMMERCE INCORPORATED and a check for \$78.75 for filing.

Please transmit the certificate of incorporation and certified copy of the articles to the undersigned at the above address.

Very truly yours,


Robert M. Johnson

Encl: Check \$78.75
Articles of Inc., in duplicate

Judy gave authorization to
correct Doc. 8/31 JB

Restated art.

V. SHEPARD SEP 1 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 16, 2000

ROBERT J. JOHNSON
WILSON, JOHNSON & JASPER, P.A.
27 S. ORANGE AVE., STE. ONE
SARASOTA, FL 34236

SUBJECT: SARASOTA AFRICAN AMERICAN CHAMBER OF COMMERCE
INCORPORATED
Ref. Number: N00000002050

We have received your document for SARASOTA AFRICAN AMERICAN CHAMBER OF COMMERCE INCORPORATED and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 800A00044081

Rec'd 8/28

LAW OFFICES
WILSON, JOHNSON & JAFFER, P. A.

27 SOUTH ORANGE AVENUE
SUITE ONE
SARASOTA, FLORIDA 34236

CLYDE H. WILSON (1908-1994)
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August 24, 2000

ATTN: Velma Shepard
Corporate Specialist
Florida Department of State
Division of Corporations
P O Box 6327
Tallahassee, Florida 32314

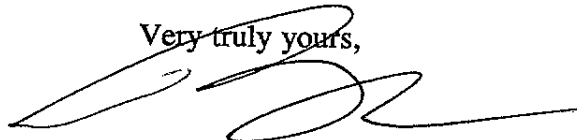
Dear Ms. Shepard:

As requested, we are enclosing the required certificate to Restated Articles of Incorporation of SARASOTA AFRICAN AMERICAN CHAMBER OF COMMERCE INCORPORATED along with your letter dated August 16 requesting the certificate and the original and copy of the Restated Articles that were returned with your letter.

Our check for \$78.75 for filing was not returned with the Restated Articles.

Thank you for your assistance and please let me know if you require anything additional.

Very truly yours,



Robert M. Johnson

Encl: Certificate
8/16/00 Letter Number 800A00044081
Articles of Inc., in duplicate

RESTATED
ARTICLES OF INCORPORATION

OF

SARASOTA AFRICAN AMERICAN CHAMBER OF COMMERCE INCORPORATED
A Florida Not-For-Profit Corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 31 PM 4: 08

The undersigned, acting as incorporators of a corporation desiring to form a not-for-profit corporation under the provisions of Chapter 617, Florida Statutes, do hereby adopt the following Restatement of Articles of Incorporation.

ARTICLE I

NAME OF CORPORATION

The name of the corporation is: SARASOTA AFRICAN AMERICAN CHAMBER OF COMMERCE INCORPORATED; and the initial principal address of the corporation is: 1180 52nd Street, Sarasota, Florida 34234.

ARTICLE II

CORPORATE EXISTENCE

The period of duration of this corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of the Articles of Incorporation by the Department of State for the State of Florida.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt to organizations described in section 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose.

ARTICLE III

PURPOSES

The purposes for which the corporation is organized are as follows:

1. To establish a chamber of commerce for the benefit of improving business opportunities and relationships among business oriented individuals and companies with minority business enterprises.

2. To provide partnerships, collaborations, training and education opportunities, economic seminars and trade shows highlighting or benefiting minority businesses.

3. To operate exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

4. To conduct programs, meetings, events, and activities; raise funds; request and receive grants, gifts, and bequests of money and property; acquire, receive, hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real or personal; and make expenditures to or for the direct or indirect benefit of the corporation's purposes.

5. To receive and hold by gift, bequest or purchase any real or personal property and to manage, invest and reinvest the same and to use and dispose of the same for scientific, educational or charitable purposes, all for the advancement of the corporation's purposes and objectives and the encouragement and continuation of their established goals and objectives; to hold, either absolutely or in trust for any of said purposes, funds and property of all kinds subject only to any limitations or conditions imposed by law or the instrument under which said property is received; to sell, lease, convey or otherwise dispose of any such property and to invest and reinvest the same or any proceeds thereof and to deal with and expand the principal and income for any of said purposes; to act as trustee; and, in general, to exercise any, all, and every power, including trust powers, which a corporation not for profit organized under the laws of the State of Florida for the foregoing purposes can be authorized to exercise.

6. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, 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 herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under §501(c)(3), of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). This corporation shall utilize all donations, contributions, gifts, and bequests for the purposes which promote, advance and encourage the spirit of the purposes as set forth in Article III.

ARTICLE IV

POWERS

The powers of the corporation shall include and be governed by the following:

To carry on any business whatsoever which the corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property, to conduct its business in this State, in other States, in the District of Columbia, in the territories and colonies of the United States and in foreign countries, and to hold, purchase, mortgage and convey real and personal property, either in or out of the State of Florida, and to have and to exercise all the powers conferred by the State of Florida upon corporations not for profit formed under the Act pursuant to and under which this corporation is formed.

ARTICLE V

MEMBERSHIP

The corporation shall have members whose manner of election and qualifications are as set forth in the By-Laws.

ARTICLE VI

REGISTERED OFFICE

The address and city of the initial registered office of the corporation is: 1180 52nd Street, Sarasota, Florida 34234, and the registered agent at such address is: Lonnie Ward, Jr.

ARTICLE VII

DIRECTORS

The business affairs of this corporation shall be managed by a Board of Directors of no less than five (5) persons and no more than fifteen (15) persons. The number of Directors, the term of office and manner of election shall be as provided by the By-Laws.

ARTICLE VIII

The name and address of each incorporator is:

Lonnie Ward, Jr.
1180 52nd Street
Sarasota, Florida 34234

ARTICLE IX

OFFICERS

The officers of the corporation shall be a President, Vice President, a Secretary, a Treasurer, and such other officers as may be provided in the By-Laws. The duties of each officer shall be set forth in the By-Laws.

ARTICLE X

BY-LAWS

Section 1: The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2: Upon proper notice, the By-Laws may be amended, altered or rescinded by a two-thirds (2/3) vote of those members of the Board of Directors or by a majority of the membership present at any regular meeting or any special meeting called for that purpose.


ARTICLE XI

AMENDMENTS

Section 1: These Articles of Incorporation may be amended at a special meeting of the directors called for that purpose, by a two-thirds vote of those present.

Section 2: Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the By-Laws, of intention to submit such amendments, by a majority of those present.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 2nd day of AUGUST, 2000.


Lonnie Ward, Jr.

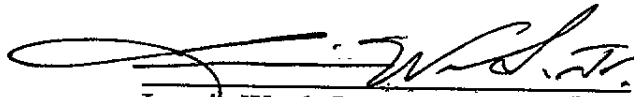
RESTATED
ARTICLES OF INCORPORATION

OF

SARASOTA AFRICAN AMERICAN CHAMBER OF COMMERCE INCORPORATED
A Florida Not-For-Profit Corporation

I hereby certify that the Restatement was adopted by the Board of Directors and does not contain any amendments requiring member approval. The date of adoption was July 19, 2000.

Dated at Sarasota, Florida this 24th day of August, 2000.

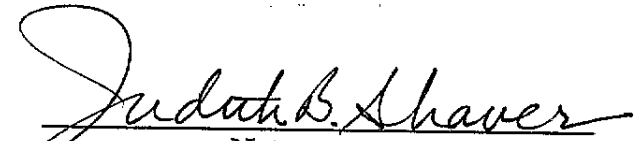

Lonnie Ward, Jr.

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared Lonnie Ward, Jr., to me known personally or has produced _____ to be the person in and who executed the foregoing instrument, who being first duly sworn, acknowledged before me that he executed the same. (If no type of identification is indicated the person is personally known to me.)

WITNESS my hand and official seal in the County and State last aforesaid this 24th day of August, 2000.




Notary