

Sent : GREENBERG TRAUERIG

407 420 5909

05/21/02

15:54

Je

#00

Pa

1/4

N 00000003234

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000141743 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : GREENBERG TRAUERIG (ORLANDO)
Account Number : 103731001374
Phone : (407) 418-2435
Fax Number : (407) 420-5909

FILED
02 MAY 21 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
02 MAY 21 PM 2:49
DIVISION OF CORPORATIONS

BASIC AMENDMENT

SEMINOLE COUNTY/LAKE MARY REGIONAL CHAMBER OF COMMER

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing

Public Access Help

AM + Post
9/28/02
Stop
(5)

MAY 21, 2002

SEMINOLE COUNTY/LAKE MARY REGIONAL CHAMBER OF COMMERCE,
725 PRIMERS BLVD
100
LAKE MARY, FL 32746

SUBJECT: SEMINOLE COUNTY/LAKE MARY REGIONAL CHAMBER OF COMMERCE,
INC.
REF: N00000003234

WE RECEIVED YOUR ELECTRONICALLY TRANSMITTED DOCUMENT. HOWEVER,
THE DOCUMENT HAS NOT BEEN FILED. PLEASE MAKE THE FOLLOWING
CORRECTIONS AND REFAX THE COMPLETE DOCUMENT, INCLUDING THE
ELECTRONIC FILING COVER SHEET.

THE ELECTRONIC FILING COVER SHEET SUBMITTED WITH YOUR DOCUMENT
REFLECTS THE INCORRECT TYPE OF DOCUMENT. THE COVER SHEET MUST
REFLECT THE TYPE OF DOCUMENT YOU ARE FILING. PLEASE GENERATE A
NEW FAX AUDIT COVER SHEET UNDER THE APPROPRIATE DOCUMENT TYPE.
WHEN RESUBMITTING YOUR DOCUMENT FOR FILING, PLEASE ALSO SEND A
COPY OF THE INCORRECT COVER SHEET MARKED "ABANDONED".

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) 245-6880.

KAREN GIBSON
CORPORATE SPECIALIST

FAX AUD. #: H02000141284
LETTER NUMBER: 802A00032586

((H02000141743 3)))

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SEMINOLE COUNTY/LAKE MARY
REGIONAL CHAMBER OF COMMERCE, INC.**

FILED
02 MAY 21 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Tim Myers, being the Chairman of the Board of **SEMINOLE COUNTY/LAKE MARY REGIONAL CHAMBER OF COMMERCE, INC.**, a Florida corporation (the "Corporation"), hereby certifies that:

1. The name of the Corporation is **SEMINOLE COUNTY/LAKE MARY REGIONAL CHAMBER OF COMMERCE, INC.** The Corporation was incorporated on May 12, 2000.
2. These Amended and Restated Articles of Incorporation restate and integrate and amend the provisions of the Corporation's Articles of Incorporation.
3. The terms and provisions of these Amended and Restated Articles of Incorporation were adopted by the directors of the Corporation pursuant to a meeting of directors on January 24, 2002. Member approval was obtained at a regular meeting of the members on March 6, 2002.
5. Pursuant to Section 607.1007 and Section 607.0602, of the Florida Business Corporation Act, the text of the Articles of Incorporation of the Corporation, is hereby amended and restated to read in its entirety as follows:

**ARTICLE ONE
THE NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of this corporation shall be **Seminole County/Lake Mary Regional Chamber of Commerce, Inc.** (the "Corporation") and its principal place of business shall be its 725 Primera Boulevard, Suite 100, Lake Mary, Florida 32746.

**ARTICLE TWO
PURPOSE OF THE CORPORATION**

The purpose of the Corporation is to advance and promote the general welfare of the community and prosperity of Seminole County and surrounding areas so that its citizens in all areas of the business community shall benefit and prosper.

The Corporation shall be non-profit, non-partisan and non-sectarian, and take no part in -- nor lend its support to -- the election or appointment of any candidate for state, county, city or federal office. The Corporation shall not affiliate itself with nor support financially any group, nor become a member of any organization who has as its primary purpose endorsing or supporting candidates for political office or political parties. The Corporation shall be non-partisan and non-sectarian and take no part in, nor lend its support to the election or appointment of any candidate or estate, county, city or federal office.

The Corporation may engage in such other charitable and educational purposes as are directly related to the Corporation's primary purpose.

((H02000141743 3)))

((H02000141743 3)))

ARTICLE THREE REGISTERED AGENT

The address of the registered office of the Corporation in the State of Florida is 725 Primera Boulevard, Suite 100, Lake Mary, Florida 32746. The name of its registered agent at that address is Diane Parker.

ARTICLE FOUR MEMBERSHIP

Membership in this Corporation shall be in the manner prescribed in the By-Laws of the Corporation.

ARTICLE FIVE TERM

This Corporation shall have perpetual existence.

ARTICLE SIX AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended by a two-thirds (2/3) vote of those present at a regular meeting of the membership or a special meeting of the membership called for that purpose. Notice of such action shall be given in the manner set forth in the By-Laws.

ARTICLE SEVEN EARNINGS OF CORPORATION

SECTION ONE:

No part of the net earnings of the Corporation shall inure to the benefit of any individual or member.

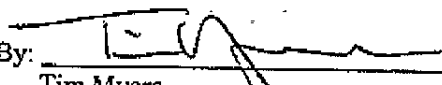
SECTION TWO:

No person, firm or corporation shall ever receive any dividends or profits of the undertaking of this Corporation. Upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations regularly organized and qualified as charitable, educational, scientific or philanthropic. The organizations selected for distribution of assets are to be selected by a majority vote of two thirds (2/3) of the total membership of the Board of Directors. None of the assets will be distributed to any member, officer, director, or trustee of the corporation.

((H02000141743 3)))

IN WITNESS WHEREOF, the undersigned has made and subscribed these Amended and Restated Articles of Incorporation as of the 6th day of MARCH, 2002.

**SEMINOLE COUNTY/LAKE
MARY REGIONAL CHAMBER OF
COMMERCE, INC.**

By: 
Tim Myers
Chairman of the Board of Directors

\\orl-srv01\NOFF\LOP\183153v03\3xb\031.DOC\2/5/02\52357.010000

((H02000141743 3)))