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*Amended &  
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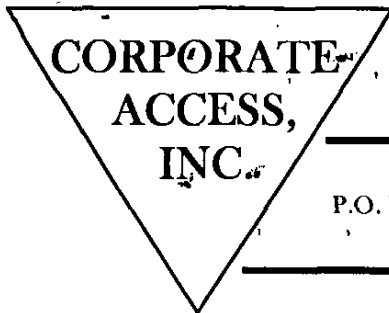
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## WALK IN

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Articles Amendments

1.

Cape Coral Chamber of Commerce Foundation, Inc.  
(CORPORATE NAME AND DOCUMENT #)

2.

\_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

3.

\_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

4.

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(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

6.

\_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

14

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**CAPE CORAL CHAMBER OF COMMERCE FOUNDATION, INC.  
A Florida Not for Profit Corporation**

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TALLAHASSEE, FLORIDA

**ARTICLE I**

**NAME AND EFFECTIVE DATE**

The name of this Corporation is **CAPE CORAL CHAMBER OF  
COMMERCE FOUNDATION, INC.** The existence of this corporation shall begin  
when these articles are filed with the Department of State.

**ARTICLE II**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the corporation shall be located at the following address:

**2051 East Cape Coral Parkway, Cape Coral, FL 33904.**

**ARTICLE III**

**PURPOSES**

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## **ARTICLE IV**

### **LIMITATION OF POWERS**

(a) Notwithstanding any of the above statements of purposes and powers, this corporation shall not engage in any activities which in themselves are not in furtherance of the purposes set forth in the Article III hereof, and nothing contained in the foregoing statement of purposes shall be construed to authorize this corporation to carry on any activity for the profit of or to distribute profit, net income, assets or dividends to or for the benefit of any of its members, trustees, directors, 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 III. 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 or in opposition to candidate for public office.

(b) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax law.

(c) The corporation will distribute its income for each tax 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, or the corresponding section of any future federal tax law.

(d) The corporation will not retain any excess business holding as defined in

Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax law.

(e) The corporation will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax law.

(f) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax law.

## **ARTICLE V**

### **DISSOLUTION**

This corporation is one which does not contemplate pecuniary gain or profit to the members thereof and it is organized solely for nonprofit purposes. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for exempt purposes under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, or shall be distributed to the federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the court of proper jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE VI**

**REGISTERED OFFICE AND AGENT**

The address of the registered office of the corporation is:

2051 E. Cape Coral Parkway, Cape Coral, Florida 33904.

The name of the registered agent of the corporation at such address is:

Michael D. Quaintance

**ARTICLE VII**

**DIRECTORS**

The corporation shall have thirteen (13) directors initially. The number of directors may be increased or diminished from time to time by the Bylaws as long as there are at least the minimum number required by Florida law, which at the time of execution hereof is three. The method of selection of directors and their terms will be as stated in the Bylaws.

**ARTICLE VIII – INCORPORATOR**

The name and address of the incorporator of this corporation is as follows:

**NAME**

**ADDRESS**


Michael D. Quaintance

2051 E. Cape Coral Parkway  
Cape Coral, Florida 33904

IN WITNESS WHEREOF, the undersigned incorporator has executed the

foregoing Articles of Incorporation this 9 day of November,

2007.

  
Michael D. Quaintance

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in the capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: 11/9/2007

Michael D. Quaintance  
Michael Quaintance  
Registered Agent

These amended and restated articles contain amendments that were adopted on November 9, 2007 by the directors. There are no members entitled to vote.