

N01000007495

THE CHAMBER

Amelia Island • Fernandina Beach • Yulee

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
02 FEB -4 AM 11:55

January 25, 2002

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: N01000007495 – Articles of Amendment

As required by Section 617.0901, Florida Statutes, I enclose the Articles of Amendment to Articles of Incorporation for the Fernandina Beach Chamber of Commerce, FEI 59-0717156. Please note that these are Amended and Restated Articles of Incorporation. Also enclosed is a check for \$43.75 which is the \$35.00 fee for amending this document as well as the \$8.75 for a certified copy of the amendments.

If you have questions, please call Martha Meece or myself at (904) 261-3248.

Sincerely,

Regina Duncan
Regina Duncan
President

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Amended & Restated Art. & N/A



V SHEPARD FEB 7 2002



ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB -4 AM 11:55

FERNANDINA BEACH CHAMBER OF COMMERCE, INC.
(present name)

NO1000007495

(Document Number of Corporation (If known))

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.)

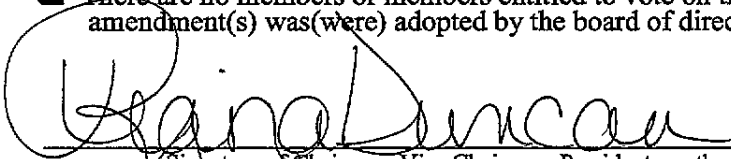
attached

Amended & Restated Articles

SECOND: The date of adoption of the amendment(s) was: DECEMBER 18, 2001

THIRD: Adoption of Amendment (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 of Chairman, Vice Chairman, President or other officer

REGINA DUNCAN
PRESIDENT

Typed or printed name

PRESIDENT

Title

1-29-2002

Date

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AMELIA ISLAND-FERNANDINA BEACH-YULEE
CHAMBER OF COMMERCE, INC.**

**ARTICLE I.
NAME**

The name of this corporation is AMELIA ISLAND-FERNANDINA BEACH-YULEE CHAMBER OF COMMERCE, INC. This corporation is organized as a corporation not for profit pursuant to Chapter 617, Florida Statutes.

**ARTICLE II.
PRINCIPAL OFFICE**

The initial Post Office address of the corporation's principal office is: 102 Centre Street, Fernandina Beach, FL 32034. The corporation may have its office or offices within the County of Nassau, State of Florida, as the Board of Directors may determine from time to time.

**ARTICLE III.
DURATION**

The period of the duration of this corporation is perpetual.

**ARTICLE IV.
PURPOSE**

Section 1. The primary purpose for which this corporation not for profit is organized, is as follows:

As a membership based association of businesses, professional leaders and individuals, to work together to create a favorable business environment in Nassau County, Florida that enables existing businesses to prosper and encourages establishment of new businesses by providing leadership that will aggressively promote and defend responsible economic growth, employment opportunities, responsible government, excellence in education and quality of life.

Section 2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any director or officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

Section 3. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(6) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

Section 4. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation 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 V. POWERS

In addition to any powers provided by Section 617.021 of the Florida Statutes, or any other Florida Statute, the Association shall have the following powers:

Section 1. To receive by gift, devise, bequest, grant or purchase any money, security, real or personal property, or any other thing of value, absolutely or in trust, to be used, either the principal or the income therefrom, immediately or in the future, or as provided by the conditions of a trust.

Section 2. To hold, use, dispose of, invest, manage, disburse and properly account for assets subject to its control.

Section 3. To borrow or raise money, and to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and non-negotiable instruments and evidences of indebtedness, and to secure payment thereof and interest therein by mortgage, pledge, conveyance or other assignments in trust, in whole or in part, of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired, where the assets to be encumbered are not subject to limitations which would be prohibitive of the same.

Section 4. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto and connected therewith, to the extent permitted by Federal or state law.

ARTICLE VI. CAPITAL STOCK

The Corporation shall have no capital stock, and no Member shall have any right or title to any asset of the Corporation.

ARTICLE VII. MEMBERSHIP

Membership in the Association shall be open to any person, organization or association who supports the purposes of this Corporation. Election to membership and payment of dues shall be as stated in the ByLaws. A membership meeting shall be held annually at a time and place designated by the Board of Directors as provided in the By-Laws of this corporation, at which meeting each member present shall be entitled to one vote in determining the affairs of the corporation.

ARTICLE VIII.
DIRECTORS AND OFFICERS

The affairs of the Corporation shall be managed by a Board of Directors whose election shall be as stated in the By-Laws. The officers of the Corporation shall be elected by the Board of Directors. The officers and term and manner of election of officers shall be as stated in the By-Laws.

ARTICLE IX
AMENDMENT

These Articles of Incorporation may be amended by two-thirds vote of the membership present at any annual or special meeting called in accordance with the ByLaws, such action to be effective upon filing same with the Secretary of State of the State of Florida or as is otherwise provided by law.

ARTICLE X
SUBSCRIBERS AND FIRST BOARD OF DIRECTORS

The following natural person shall hereby subscribe to these Articles and shall serve as the incorporator and as the first member of the Board of Directors of the corporation:

Regina Duncan 102 Centre Street Fernandina Beach, FL 32034

ARTICLE XI
AUTHORIZED ACTIVITIES

Notwithstanding any other provisions of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE XII
REGISTERED AGENT

The name and address of the initial registered agent of this corporation is: REGINA M. DUNCAN,
102 Centre Street, Fernandina Beach, FL 32034.

IN WITNESS WHEREOF, I, the undersigned subscribed incorporator, has hereunto set my hand and
seal on this the 28 day of January, 2002, for the purposes of forming this corporation not for profit
under the laws of the State of Florida.


REGINA M. DUNCAN

STATE OF FLORIDA

COUNTY OF NASSAU

The foregoing instrument was acknowledged before me this 28th day of January,
2002, by REGINA M. DUNCAN, who is personally known to me or who has produced
_____ as identification.


Name:

Notary Public, State of Florida

My Commission Expires:

