

N06384



ACCOUNT NO. : 072100000032

REFERENCE : 532750 82475A

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Pigott

FILED
99 DEC 29 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
1/1/2000

ORDER DATE : December 29, 1999

ORDER TIME : 12:24 PM

ORDER NO. : 532750-005

CUSTOMER NO: 82475A

4000003083444--0

CUSTOMER: Edgar M. Dunn, Jr., Esq
Robert Abraham, P.a.
347 South Ridgewood Avenue

Daytona Beach, FL 32114

DOMESTIC AMENDMENT FILING

NAME: ENTERPRISE VOLUSIA, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: _____

RECEIVED
99 DEC 29 PM 12:56
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Note: All listed O/D, RA, & Incorporators
were the initial ones

Amended & Restated Art. & N/C

V. SHEPARD JAN 3 - 2000

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ENTERPRISE VOLUSIA, INC.**

(f/k/a Volusia County Business Development Corporation)

FILED
99 DEC 29 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
1/1/2000

The Board of Directors of Volusia County Business Development Corporation, a Florida corporation-not-for profit, does hereby amend and restate the Articles of Incorporation of the corporation, and cause them to be filed with the Florida Department of State, in the manner prescribe by the Florida Not For Profit Corporation Act.

**ARTICLE I
(Name of Corporation)**

The name of this corporation is ENTERPRISE VOLUSIA, INC. [hereinafter the "Corporation"].

**ARTICLE II
(Enabling Authority for Establishment of Corporation)**

This Corporation is organized under Chapter 617, Florida Statutes (Florida Not For Profit Corporation Act) and subject to the restrictions and limitations of an "exempt organization" under Section 501(c)(3) of the Internal Revenue Code [the "Code"] and the corresponding regulations promulgated thereunder, or the corresponding section of any future federal tax code.

**ARTICLE III
(Exempt Purposes of the Corporation)**

- (a) **General Exempt Purpose.** This Corporation is organized exclusively

for charitable and educational purposes, including for such purposes, the making of distributions to The County of Volusia, a body corporate and political subdivision of the State of Florida, or such other organizations that qualify as exempt organizations under section 501(c)(3) of the Code.

(b) *Specific Purposes.* Subject to the restrictions and limitations prescribed in these articles, the Corporation shall cooperate with public and private educational institutions and organizations, and with the various agencies of local government in Volusia County to foster and perpetuate the following educational and charitable purposes:

- (1) To promote economic development in Volusia County;
- (2) To promote sustainable and environmentally responsible development projects that will provide for the expansion of the tax base of The County of Volusia and of the other taxing authorities in the county;
- (3) To promote economic stability of Volusia County's labor force;
- (4) To foster the creation of economic opportunities for all residents.
- (5) To provide economic data and research support necessary to educate and inform elected officials, prospective development persons interested in locating or expanding a business in Volusia County, regarding the quality of life in Volusia County and other economic, social, cultural advantages of living and working there.

ARTICLE IV *(Limitations Imposed by Federal Law)*

(a) *Net Earnings of Corporation.* 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, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes prescribed in Article III.

(b) **Lobbying Restriction.** 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 for public office.

(c) **General Restriction on Activities.** Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (ii) by a corporation, the contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE V **(Term of Existence of Corporation)**

This Corporation shall have perpetual existence.

ARTICLE VI **(Initial Subscribers to these Articles)**

The names and addresses of the subscribers to these Articles of Incorporation are as follows:

FRANK A. FORD
110 West Indiana Ave.
DeLand, FL 32720

EDWARD E. RINDERLE
200 Lexington Ave.
DeLand, FL 32723

RICHARD A. MCMAHAN
125 E. Indiana Ave.
DeLand, FL 32723

JAY ADAMS
121 N. Ridgewood Ave.
Daytona Beach, FL 32114

DOUGLAS FOCKLER
305 Fentress Blvd.
Daytona Beach, FL 32114

DAVID P. PERRYMAN
405 Fentress Blvd.
Daytona Beach, FL 32114

PETER CARDIFF
109 Magnolia Avenue
New Smyrna Beach, FL 32069

ARTICLE VII
(Qualification and Admission to Membership)

Membership shall be open to any natural person, any corporation, and any other legal entity that resides in or has a principal office for the conduct of business within Volusia County, Florida. The manner of admission to membership and other matters relating to membership shall be as provided in the Bylaws.

ARTICLE VIII
(Management of Corporation)

The general affairs of the Corporation shall be managed by the Board of Directors. The number of directors (which shall not be less than three), the qualification of a directors, the term of office of directors, and the method of appointment or election shall be as provided in the bylaws of the Corporation. The initial Board of Directors consisted of the following community leaders:

FRANK A. FORD
110 West Indiana Ave.
DeLand, FL 32720

EDWARD E. RINDERLE
200 Lexington Ave.
DeLand, FL 32723

RICHARD A. MCMAHAN
125 E. Indiana Ave.
DeLand, FL 32723

JAY ADAMS
121 N. Ridgewood Ave.
Daytona Beach, FL 32114

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405 Fentress Blvd.
Daytona Beach, FL 32114

PETER CARDIFF
109 Magnolia Avenue
New Smyrna Beach, FL 32069

ARTICLE IX
(Dissolution and Distribution of Assets)

Upon the dissolution of the Corporation, assets shall be distributed for one or more of the Corporation's "exempt purposes," within the meaning of section 501(c)(3) of the Code, or shall be distributed to The County of Volusia, a body corporate and a political subdivision of the State of Florida, for a public purpose. Any such assets not so disposed of shall be distributed by a court of competent jurisdiction in Volusia County, exclusively for such purposes or to such organization or organizations as the court shall determine have been organized and are being operated exclusively for such exempt purposes.

ARTICLE IX
(Principal Office, Registered Office and Registered Agent)

The county in the State of Florida in which the principal office of this corporation is to be located is the Volusia. The name and address of the Corporation's initial registered agent is Frank A. Ford, 110 West Indiana Avenue, DeLand, Florida 32720.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation, which do not require approval by the members of the Corporation, were duly adopted at a meeting of the Board of Directors, by majority vote of the directors in office, on December 16, 1999, effective as of January 1, 2000, or upon filing with the Florida Department

of State, whichever date shall last occur, in accordance with sections 617.1002 and 617.1007,
Florida Statutes.

ENTERPRISE FLORIDA, INC.

By: Paul D. Clare
Paul D. Clare
Chair of the Board of Directors

(CORPORATE SEAL)

ATTEST:

Jerry B. Wells

Jerry B. Wells
Vice Chair of the Board of Directors