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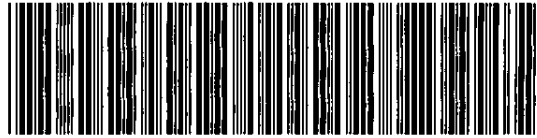
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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 JAN 20 AM 9:11

*T. Roberts*  
T. Roberts JAN 29 2009

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** DR. PHILLIPS-METROWEST CHAMBER OF COMMERCE, C<sub>6</sub>

**DOCUMENT NUMBER:** N07000009798

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

MIGDALIA ROSARIO

(Name of Contact Person)

(Firm/ Company)

9018 VIA BELLA NOTTE

(Address)

ORLANDO, FL 32836

(City/ State and Zip Code)

For further information concerning this matter, please call:

DAVID M. COLE, CPA

(Name of Contact Person)

at ( 407 ) 351-4730

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☒ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

09 JAN 20 AM 9:11

DR. PHILLIPS-METROWEST CHAMBER OF COMMERCE, CORP  
(Name of Corporation as currently filed with the Florida Dept. of State)

N07000009798

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or " Inc." "Company" or "Co." may not be used in the name.*

**B. Enter new principal office address, if applicable:**  
(Principal office address MUST BE A STREET ADDRESS)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**C. Enter new mailing address, if applicable:**  
(Mailing address MAY BE A POST OFFICE BOX)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

\_\_\_\_\_

New Registered Office Address:

(Florida street address)

\_\_\_\_\_

\_\_\_\_\_, Florida  
(City) (Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
*Signature of New Registered Agent, if changing*

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**  
*(Attach additional sheets, if necessary)*

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	

**E. If amending or adding additional Articles, enter change(s) here:**  
*(attach additional sheets, if necessary). (Be specific)*

Article III

See attached Articles of Incorporation

Article IV

See attached Articles of Incorporation

Article V

See attached Articles of Incorporation

Article VI

See attached Articles of Incorporation

The date of each amendment(s) adoption: December 1, 2008

Effective date if applicable: December 1, 2008

*(no more than 90 days after amendment file date)*

Adoption of Amendment(s)

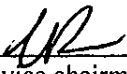
**(CHECK ONE)**


☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated December 1, 2008

Signature

  
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

  
(Typed or printed name of person signing)

President  
(Title of person signing)

**AMENDED ARTICLES OF INCORPORATION  
OF  
DR. PHILLIPS – METROWEST CHAMBER OF COMMERCE, CORP  
A Florida "Not for Profit" Corporation**

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

**Article I**

**NAME OF CORPORATION:** The name of the corporation is DR. PHILLIPS – METROWEST CHAMBER OF COMMERCE, CORP

**Article II**

**PRINCIPAL OFFICE:** The principal office of the corporation is located at 9018 Via Bella Notte, Orlando, FL 32836.

**MAILING ADDRESS:** The mailing address of the corporation is P.O. Box 691991, Orlando, FL 32869.

**Article III**

**CORPORATE PURPOSES**

- A. The purpose of this Corporation is to engage in charitable and educational activities and for business associates to get involved in meaningful community issues, and provide access to innovative programs and services.
- B. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purpose, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

**Article IV**

**DURATION/MEMBERSHIP:** The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

**BOARD OF DIRECTORS:** The method of selection of the Board of Directors and number of directors shall be stated in the bylaws. The initial Board of Directors is:

Migdalia Rosario  
9018 Via Bella Notte  
Orlando, FL 32836

## **Article V**

**REGISTERED AGENT:** The name of the registered agent of the corporation is Migdalia Rosario. The address of the registered agent is 9018 Via Bella Notte, Orlando, FL 32836.

**INCORPORATOR:** The name and address of the incorporator is: Migdalia Rosario, 9018 Via Bella Notte, Orlando, FL 32836.

## **Article VI**

### **501(c)(3) LIMITATIONS**

- A. **CORPORATE PURPOSE:** Notwithstanding any other provision of these articles, this organization shall not carry on activities that are not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.
- B. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.
- C. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
- D. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.


### **INDEMNIFICATION**

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney fees and disbursements, incurred by him (or by

his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors of administrators) may be entitled apart from this Article.

### EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this 1<sup>st</sup> day of December, 2008.

  
\_\_\_\_\_  
Migdalia Rosario

### REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Migdalia Rosario

Date: \_\_\_\_\_

