

N17198

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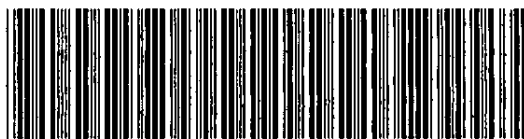
(Business Entity Name)

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Amend/cc/cus
@ 6/12/08

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Tallahassee Area Convention & Visitors Bureau

DOCUMENT NUMBER: N17198

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

Please return all correspondence concerning this matter to the following:

Sharon Liggett

(Name of Contact Person)

Tallahassee Area Convention & Visitors Bureau

(Firm/ Company)

106 E. Jefferson Street

(Address)

Tallahassee, FL 32301

(City/ State and Zip Code)

For further information concerning this matter, please call:

Stephanie Reaves

(Name of Contact Person)

at (850) 606-2305

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
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| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
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enclosed) | <input checked="" type="checkbox"/> \$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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 JUN 11 PM 12:09

Articles of Amendment
to
Articles of Incorporation
of

Tallahassee Area Convention & Visitors Bureau

(Name of corporation as currently filed with the Florida Dept. of State)

N17198

(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:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (**BE SPECIFIC**)

See Attached

(Attach additional pages if necessary)
(continued)

**ARTICLES OF INCORPORATION
OF
TALLAHASSEE AREA CONVENTION AND VISITORS BUREAU, INC.**

Following are the restated Articles of Incorporation that incorporate amendments made to the original Articles of Incorporation of the Tallahassee Area Convention and Visitors Bureau, Inc., a corporation not for profit organization in accordance with the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this corporation shall be:

TALLAHASSEE AREA CONVENTION AND VISITORS BUREAU, INC.

**ARTICLE II
PURPOSES**

The purposes for which this corporation is organized and shall be operated are:

- A. The corporation is organized and shall be operated to promote visitation to the Tallahassee area as further defined in the Bylaws by attendance at conventions, conferences, seminars, meetings, sporting events, and other tourist related activities.
- B. This corporation shall be authorized and empowered to receive funds from membership dues and programs, the sale of merchandise, donations, monies from the State of Florida, Leon County Board of Commissioners, City of Tallahassee Board of Commissioners, and any other revenue source deemed acceptable by the Board of Directors, pursuant to the provisions listed in the Bylaws of this corporation, and to utilize, expend, and distribute said funds by the corporation to promote and service conventions, meetings, athletic events and tourism within Tallahassee and the surrounding area.
- C. This corporation shall be empowered and authorized to receive, deposit, maintain, control, and disburse funds and the income thereof only for the purposes authorized in the Bylaws of the corporation.
- D. No part of the net income or earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation or any other person, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes.
- E. The corporation shall not conduct or carry on any activities not permitted to be conducted or carried on as stated in the Bylaws of the corporation.
- F. Upon dissolution of the corporation or completion of its affairs, the assets of the corporation shall be distributed to one or more organizations that are active in the area of soliciting visitor related business into Leon County. No member, director, officer or other person shall be entitled to share in the distribution of any said assets.

**ARTICLE III
POWERS**

This corporation shall have and exercise all powers authorized by applicable law necessary or proper to effect any and all of the purposes for which this corporation is organized.

**ARTICLE IV
MEMBERS**

The qualification for members and the manner of their admission shall be stated and regulated by the Bylaws of this corporation.

**ARTICLE V
REGISTERED OFFICE AND AGENT**

The street address of the corporation's current registered office is 106 E. Jefferson Street, Tallahassee, Florida 32301 and the name of the current registered agent at such address is Sharon Liggett.

**ARTICLE VI
BOARD OF DIRECTORS**

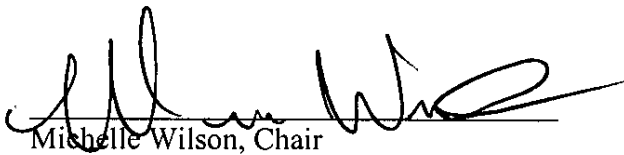
The Board of Directors shall be comprised of no less than twelve (12) and no more than nineteen (19) directors as stated and regulated by the Bylaws.


**ARTICLE VII
BY-LAWS**

The Bylaws of this corporation may be made, altered, or rescinded from time to time in whole or in part by a two-third (2/3) majority vote of the Directors of this corporation present at any meeting of the Board of Directors at which a quorum is present, or by a majority of votes cast at a membership meeting. Notice of the proposed action with respect to said Bylaws must be submitted in writing by the Secretary of the corporation at least ten (10) days before the date of the meeting.

**ARTICLE VIII
AMENDMENTS**

These Articles of Incorporation may be amended as prescribed by applicable law and in accordance with the bylaws of said corporation. IN WITNESS THEREOF, we the undersigned, have executed the restated Articles of Incorporation that have been duly adopted by the Board of Directors for the uses and purposes therein expressed this 28 day of May, 2008.


Michelle Wilson, Chair


Michelle Personette, Vice Chair

The date of adoption of the amendment(s) was: May 28, 2008

Effective date if applicable: May 28, 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 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

Michelle Personette

(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.)

Michelle Personette

(Typed or printed name of person signing)

Board Vice Chair

(Title of person signing)

FILING FEE: \$35