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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
MARTIN CHAMBER FOUNDATION, INC.**

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June 5, 2023

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Florida Department of State  
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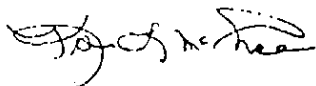
**RE: Amended and Restated Articles of Incorporation of Martin Chamber  
Foundation, Inc.**

Ladies and Gentlemen:

With reference to the above company, enclosed please find the Amended and Restated Articles of Incorporation for filing. Kindly fax to the undersigned a **certified copy** of filing.

Thank you.

Very truly yours,



Karen L. McGhee, CP, FRP  
Certified Paralegal  
Email: [klm@mccarthysummers.com](mailto:klm@mccarthysummers.com)  
/klm  
Enclosure

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MARTIN CHAMBER FOUNDATION, INC.

Pursuant to Sections 617.1002, 617.1006 and 617.1007 of the Florida Statutes, MARTIN CHAMBER FOUNDATION, INC., a Florida not for profit corporation (the "Corporation"), certifies that:

1. The Amended and Restated Articles of Incorporation set forth herein were duly approved and adopted by unanimous written consent of the Board of Directors dated May 11, 2023, which vote was sufficient for approval.

2. The Corporation does not have members, and accordingly, approval of these Amended and Restated Articles of Incorporation by members is not required. There is no other voting group entitled to vote on the amendment.

3. The Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

4. The Articles of Incorporation, as amended, in effect as of this date are amended as set forth herein in the following respects:

- a. Section 2.1 is amended in certain respects.
- b. Section 2.3 is deleted.

5. There are no discrepancies between the provisions of the Articles of Incorporation, as amended, in effect prior hereto and the provisions of the Amended and Restated Articles of Incorporation set forth herein, other than the inclusion of the foregoing amendments.

Pursuant to Section 617.1007 of the Florida Statutes, the Articles of Incorporation of Martin Chamber Foundation, Inc., a Florida not for profit corporation, are hereby amended and restated as follows:

ARTICLE I  
CORPORATE NAME

1.1 **Name.** The name of the Corporation shall be MARTIN CHAMBER FOUNDATION, INC., and the principal office address shall be at 1650 S. Kanner Highway, Stuart, FL 34994.

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## ARTICLE II PURPOSES AND POWERS

**2.1 Purposes.** The purpose for which this Corporation is formed is to operate as a charitable organization to support economic prosperity for Martin County residents by strengthening and growing business through targeted investment in supporting entrepreneurship, and workforce supply and education. Nothing in this paragraph shall allow this organization to carry on any activities 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 of 1986 or the corresponding provision of any future United States Internal Revenue law.

**2.2 Powers.** To accomplish the foregoing purposes, the Corporation shall have such corporate powers as are granted in Chapter 617 of the Florida Statutes and all amendments subsequent thereto, together with such other additional powers as shall be reasonably co-existent and appropriate and necessary for the full use and property management of the Corporation or any of its purposes provided however, that this Corporation in exercising any one or more of its powers, shall do so in furtherance of the exempt purposes for which it has been organized, and as described in the Internal Revenue Code, and provisions herein, which conflict with those purposes and would render the Corporation non-exempt, shall be treated as void and of no effect. No part of the income of the Corporation shall be distributed to the members, directors and officers of the Corporation.

## ARTICLE III PERIOD OF DURATION

**3.1 Period of Duration.** The Corporation shall have perpetual existence. In the event of dissolution of this Corporation, no part of the Corporation's assets shall inure to the benefit of any member but shall instead be distributed to such charitable organization or organizations selected by the final Board of Directors of the Corporation, which organization or organizations must qualify as charitable organizations under Article 501(c)(3) of the United States Internal Revenue Code of 1986 as the same may be amended.

## ARTICLE IV DIRECTORS OF CORPORATION

**4.1 Governing Board.** The affairs and property of the Corporation shall be managed and governed by a Board of Directors. The number of Directors and the manner in which the Directors shall be elected or appointed shall be determined in accordance with the Corporation's By-Laws; however, in no event shall the Board of Directors be composed of less than three (3) persons.

The initial members of the Board of Directors are as follows:

Joseph A. Catrambone  
1650 S. Kanner Highway  
Stuart, FL 34994

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Tim Kinane  
1650 S. Kanner Highway  
Stuart, FL 34994

Kelly Johnson  
1650 S. Kanner Highway  
Stuart, FL 34994

Angela Hoffman  
1650 S. Kanner Highway  
Stuart, FL 34994

#### **ARTICLE V BY-LAWS**

**5.1 Adoptions and Amendment.** The By-Laws of the Corporation may be adopted and amended by a two-thirds (2/3rds) vote of the Board of Directors.

**5.2 Limitation.** No By-Law shall be adopted or amended that would place the Corporation in violation of Article 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended from time to time.

#### **ARTICLE VI NON-STOCK**

**6.1 No Stock Issued.** The Corporation shall not issue stock nor any evidence of ownership of any interest in the Corporation.

#### **ARTICLE VII REGISTERED AGENT AND OFFICE**

**7.1 Registered Office.** The initial registered agent office of the Corporation is 2400 S.E. Federal Highway, Fourth Floor, Stuart, Florida 34994.

**7.2 Registered Agent.** The initial registered agent whose address is identical with the registered office set forth above is Kenneth A. Norman, who is a member of the Florida Bar.

#### **ARTICLE VIII INCORPORATOR**

**8.1 Name and Address.** The name and street address of the incorporator signing the original Articles of Incorporation is:

Kenneth A. Norman

2400 S.E. Federal Highway, Fourth Floor  
Stuart, Florida 34994

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JACKSONVILLE, FL

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**ARTICLE IX  
AMENDMENT OF ARTICLES OF INCORPORATION**

**9.1 Vote.** These Articles of Incorporation may be amended by a three-fourth (3/4th) vote of the Board of Directors.

**9.2 Limitation.** No amendment of these Articles shall be made in violation of Article 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended from time to time.

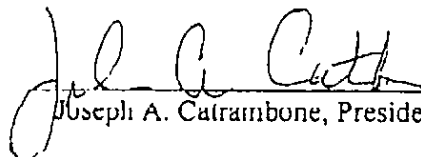
**ARTICLE X  
DISSOLUTION AND LIMITATION**

**10.1 Disposition of Assets.** In the event of dissolution, the residual assets of organization shall be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the Federal, State or local Government for exclusive public purposes.

**10.2 Limitation on Activities.** Notwithstanding any other provisions of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from Federal income tax under Article 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provision of any future United States Internal Revenue law; or, (b) a corporation, contributions to which are deductible under Article 170(c)(2) of the Internal Revenue Code of 1986 or any corresponding provision of any future United States Internal Revenue law.

**10.3 No Personal Inurement.** The assets of Corporation shall not inure to the personal benefit of any individual. This limitation shall not be construed to prevent fair payment for services actually rendered to the Corporation by any individual.

IN WITNESS WHEREOF, for the purposes of Amending and Restating the Articles of Incorporation of this Corporation under the laws of the State of Florida, the undersigned officer has executed these Amended and Restated Articles of Incorporation as of the 11<sup>th</sup> day of May, 2023.

  
Joseph A. Catrambone, President

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