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*The Convention and Visitors Bureau
of Highlands County, Inc.*

P.O. Box 2001
Sebring, FL 33871-2001
(800) 255-1711 ext. #112

June 11, 1998

FILED
98 JUN 16 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Annual Reports Filings
Division Of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

I am the Corporate Secretary and Registered Agent for a Florida
Not For Profit Corporation formerly known as:

Highlands Hospitality, Inc.
FEI # 59- 3094652

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*****35.00 *****35.00

On February 18, 1998, at a meeting of the general membership of
the corporation, for which proper notice had been sent to, and
received by all members, with a quorum present and by unanimous
vote of the members present, amended and re-stated Articles Of
Incorporation were adopted. This action included changing the
name of the corporation to:

The Convention and Visitors Bureau of Highlands County, Inc.

The mailing and physical address of the corporation remains the
same as before under the old name Highlands Hospitality, Inc.

A copy of the amended and re-stated Articles of Incorporation are
enclosed along with our check for \$35.00 as instructed.

A copy of this letter accompanies our filing of the NONPROFIT
CORPORATION ANNUAL REPORT for 1998 to P.O. Box 1500.

Please advise if any further information or action on our part is
necessary to comply with State of Florida Statutes or Regulations
as it applies to the changes and filings as stated herein.

Sincerely,


Allon R. Fish
Secretary and Registered Agent

Amended & Restated

6-22-98

CC

FILED
98 JUN 16 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT AND RESTATEMENT OF THE
ARTICLES OF INCORPORATION FOR
HIGHLANDS HOSPITALITY, INC.

Whereas, the following amendments to the ARTICLES OF INCORPORATION of HIGHLANDS HOSPITALITY, INC. (A CONVENTION AND VISITOR BUREAU) have been conformed with provisions contained in Chapter 617 of the Florida Statutes and were duly adopted at a general meeting of the members, called for this purpose, at which a quorum was present on February 18, 1998 and at which all regular members were entitled to vote. The number of votes cast was sufficient for approval.

Pursuant to Chapter 617 of the Florida Statutes, the ARTICLES OF INCORPORATION of HIGHLANDS HOSPITALITY, INC., a Florida not-for-profit corporation, are hereby amended and fully restated as follows:

Article I. NAME

The Name of this corporation shall be THE CONVENTION AND VISITOR BUREAU OF HIGHLANDS COUNTY, INC.

Article II. PURPOSE

The purpose of this corporation, as a cooperative effort of the separately incorporated Chambers of Commerce in Avon Park, Lake Placid and Sebring, Florida, shall be to enhance the economic and business interests of the citizens of Highlands County by preserving and promoting the competitive free enterprise system of business and to promote the general welfare and prosperity of the area it serves as may be further defined in it's Bylaws. Specific attention will be paid to: attracting people as visitors for Tourism, Meetings and Conventions, Recreational and Sporting Events, Historic Sites and Programs and other programs and events designed to draw people to Highlands County and to create positive publicity about the area.

Article III. LOCATION

The principal place of business of this corporation shall be in Highlands County, Florida at such physical address as the Board Of Directors shall determine in accordance with it's Bylaws.

(2)

Article IV. MEMBERSHIP

Membership in the corporation shall be on terms in accordance with it's Bylaws.

Article V. GOVERNANCE

The affairs of this corporation shall be governed by it's Board Of Directors, whose appointment or election, term of office, qualifications and duties shall be as set forth in it's Bylaws.

Article VI. DURATION

The period of this corporation's duration is perpetual.

Article VII. RIGHTS AND LIABILITIES

No member, director or officer of the corporation, or the Chambers of Commerce of Avon Park, Lake Placid or Sebring shall have any right, title or interest in or to any property of the corporation. Private property of the members, directors or officers of the corporation, or the Chambers of Commerce of Avon Park, Lake Placid or Sebring shall be exempt from liability for any debts or other liabilities of the corporation.

Article VIII. AMENDMENTS

The Articles Of Incorporation may be amended, rescinded, or revised at any regular or special duly called and noticed meeting of the members. A quorum at any such meeting will consist of twenty (20) percent of the Regular Members in good standing. In no event shall the actual number of Regular Members present for such purpose be less than fifty (50) percent plus one of the number of people currently serving on the Board of Directors. At such meeting, a vote of the majority of Regular Members present shall be required for any action to be taken in order to be effective.

The Bylaws of this corporation may be amended, rescinded, or revised at any regular or special duly called and noticed meeting of the Board Of Directors provided however, that the proposed action to be taken and the meeting date, time and location is mailed to all members of the corporation in advance of the meeting.

Any Articles not specifically outlined above are hereby revoked and deleted in their entirety.

(3)

Article VIII. DISSOLUTION

In the event of dissolution, any residual assets of the corporation will be turned over to one or more organizations described in Sections 501(C)3 and 170(C)2 of the Internal Revenue Service Code of 1994 or corresponding sections of any prior or future statute, or to the Federal, State or Local Government for exclusive public purpose.

IN WITNESS WHEREOF, the undersigned officers of the corporation have executed these AMENDED AND RESTATED ARTICLES OF INCORPORATION of THE CONVENTION AND VISITOR BUREAU OF HIGHLANDS COUNTY, INC. this 18th day of February 1998.

THE CONVENTION AND VISITOR BUREAU OF HIGHLANDS COUNTY, INC.

By: 

Joel Lowman, President

Attest: 

Allon R. Fish, Secretary and
Registered Agent