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ENTERPRISE FLORIDA, INC.**

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|-----------------------|---------|
| Certificate of Status | 0       |
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*Amend & Restated Articles*

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

(a Corporation Not for Profit  
organized under Chapter 617, Florida Statutes)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In accordance with Section 617.1007 of the Florida Statutes and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), the articles of incorporation of Enterprise Florida, Inc., a Florida corporation not for profit, as amended by articles of amendment filed on April 29, 1994 and March 4, 2002, are hereby amended and restated to read in their entirety as follows:

**ARTICLE I**

**NAME:**

The name of this corporation shall be ENTERPRISE FLORIDA, INC.

**ARTICLE II**

**ADDRESS:**

The address of the principal office of the corporation in the State of Florida shall be 800 North Magnolia Avenue, Suite 1100, Orlando, Florida 32803. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

**ARTICLE III**

**PURPOSE:**

The corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Code, including, without limitation, promoting social welfare by lessening the burdens of government. In furtherance of such purposes, the corporation shall act as the economic development organization for the State of Florida, utilizing

private sector and public sector expertise in collaboration with the Florida Department of Economic Opportunity to: (a) increase private investment in Florida; (b) advance international and domestic trade opportunities; (c) market the State of Florida both as a pro-business location for new investment and as an unparalleled tourist destination; (d) revitalize the State of Florida's space and aerospace industries, and promote emerging complementary industries; (e) promote opportunities for minority-owned businesses; (f) assist and market professional and amateur sports teams and sporting events in the State of Florida; and (g) assist, promote, and enhance economic opportunities in the State of Florida's rural and urban communities.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its officers, directors or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes herein set forth. 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 on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation will not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code.

#### ARTICLE IV

##### GENERAL POWERS:

The corporation shall have and exercise all rights and powers that are permitted by the laws of the State of Florida, including Section 288.9015, Florida Statutes. Notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes for which corporations not for profit may be organized, so far as is or may be permitted by the Laws of the State of Florida and Section 501(c)(3) of the Code.

ARTICLE V

MEMBERSHIP:

The corporation shall have no members.

ARTICLE VI

EXISTENCE:

The corporation shall have perpetual existence.

ARTICLE VII

BOARD OF DIRECTORS:

The Board of Directors shall be composed in the manner provided by law, including Section 288.901, Florida Statutes.

ARTICLE VIII

OFFICERS:

All officers of the corporation shall be elected or appointed in accordance with the Bylaws of the corporation.

ARTICLE IX

BYLAWS:

The Board of Directors shall adopt Bylaws consistent with these Articles. The Board of Directors shall have the power to make, alter, or rescind any Bylaws on behalf of the corporation.

ARTICLE X

AMENDMENT TO ARTICLES OF INCORPORATION:

These Articles may be altered, amended or repealed by resolution of the Board of Directors.

ARTICLE XI

DISSOLUTION:

In the event of the voluntary or involuntary liquidation or dissolution of the corporation, no person or entity shall be entitled as such to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the corporation from any source after payment of all debts and obligations of the corporation, shall be used or distributed to the State of Florida or such other organizations which are exempt under Section 501(c)(3) as are engaged in activities that are in furtherance of the purpose of the corporation set forth in Article III above.

ARTICLE XII

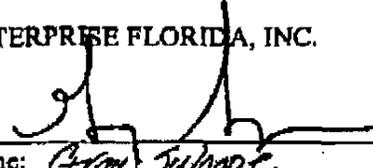
EFFECTIVE DATE:

The effective date of the Amended and Restated Articles of Incorporation shall be November 7, 2011.

*[Remainder of page intentionally left blank.]*

There are no members of the corporation. The board of directors of the corporation approved the foregoing Amended and Restated Articles of Incorporation on November 3 2011.

ENTERPRISE FLORIDA, INC.

By:   
Name: Gary Sulano  
Title: President-CEO

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