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ADMITTED IN VENEZUELA ONLY

September 20, 2000

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Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

RE: German American Commerce and Culture Society of Central Florida, Inc.

To Whom it May Concern:

Enclosed please find the original and one copy of the Amended and Restates Articles of Incorporation for the above-referenced corporation. Please have the original Amended and Restates Articles filed on the same day you receive them if possible. I have enclosed our firm check in the amount of \$35.00.

Please forward the certified copy of the Articles to us by regular mail.

Please do not hesitate to contact me if you have any questions and thank you for your assistance in this regard.

Sincerely,

  
G. Steven Brown

GSB/mes  
Enclosures

MES\wom\state.ltr

FILED  
00 OCT 13 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A+R W N/C

S. PAYNE OCT 20 2000

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

OF

GERMAN AMERICAN COMMERCE AND CULTURE SOCIETY  
OF CENTRAL FLORIDA, INC.

FILED

00 OCT 13 PM 3:09

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act, the undersigned hereby adopts the amended and restated Articles of Incorporation which accurately restate and integrate the Articles of Incorporation and all amendments thereto that are in effect to date and as further amended as hereinafter set forth.

1. Article I of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"Article I. Name The name of the organization is "German American Commerce Council of Central Florida, Inc."

2. Article II of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"Article II. Duration The duration of the Corporation is perpetual."

3. Article IV of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"Article IV. General Purposes.

The general purpose for which this Corporation is formed is to operate exclusively as a Chamber of Commerce and/or Business League as will qualify it as an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax Laws, including for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under that code.

The Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise participate nor intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office, or referendum item.

Notwithstanding any other provisions of these articles, this organization, shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income

Tax under Section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. In the event of dissolution, the residual assets of the organization shall be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(6) and 170 (c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state, or local government for exclusive public purposes.

This corporation shall have and exercise all rights and powers conferred upon corporations nor for profit under the laws of the State of Florida, provided, however, that this corporation is not in furtherance of the purposes set forth above."

4. Article VI of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"Article VI. Registered Agent and Street Address. The street address of the Registered Office of the Corporation is 200 E. Robinson Street, Suite 500, Orlando, Florida 32801 and the name of the Registered Agent at that address is Florida Corporate Support, Inc."

5. Article VII of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"Article VII. Board of Directors. The business and activities of the Corporation shall be managed by a Board of Directors consisting of no more than nine (9) directors. The method of election of the directors shall be as stated in the By Laws."

6. Article VIII of the Articles of Incorporation is hereby deleted in its entirety.

7. Article IX of the Articles of Incorporation is hereby deleted and replaced with the following:

"Article VIII. Officers. The officers of the Corporation shall be a President, such number of Vice Presidents as may be deemed necessary and appropriate by the Board of Directors, a Secretary, Treasurer and such other officers as may be provided in the By Laws of the Corporation."

8. Article X is hereby deleted in its entirety and replaced with the following:

"Article IX. Amendment of Articles. Amendment to the Articles of Incorporation may be proposed by resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of two-thirds of a quorum of members of the Corporation, or as otherwise required by the Florida Not For Profit Corporation Act."

9. Article XI is hereby deleted in its entirety and replaced with the following:

"Article X. Bylaws. Subject to the limitations contained in the By-Laws, and any

limitations set forth in the Florida Not For Profit Corporation Act, concerning corporate action that must be authorized or approved by members of the corporation, By-Laws of this Corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth therefore in the By-Laws."

10. Article XII is deleted in its entirety.

11. Article XIII is deleted in its entirety.

12. It is hereby certified that each such amendment made by these Restated Articles of Incorporation has been effected in conformity with the provisions of the Florida Not For Profit Corporation Act, and such Restated Articles of Incorporation and each such amendment made by the Restated Articles of Incorporation was approved and adopted by the members on Oct 19, 1989, ~~2000~~, and the number of votes cast for each amendment set forth above by the members was sufficient for approval, all in accordance with Sections 617.1002.

15. The Articles of Incorporation and all amendments and supplements thereto are hereby superceded by the following Restated Articles of Incorporation which accurately copy the entire text thereof and as amended above.

Article I. Name. The name of the corporation shall be "German American Commerce Council of Central Florida, Inc."

Article II. Duration The duration of the Corporation is perpetual.

Article III. Purposes. The purposes of this organization are as follows: To educate its members concerning commercial and cultural activities existing between Germany and Florida. To promote exchanges of persons and information and to promote programs and events which inform the public about German business and cultural activities. To engender and support Business activities and relations between Germany and Florida.

Article IV. General Purposes. The general purpose for which this Corporation is formed is to operate exclusively as a Chamber of Commerce and/or Business League as will qualify it as an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax Laws, including for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under that code.

The Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise participate nor intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office, or referendum item.

Notwithstanding any other provisions of these articles, this organization, shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income

Tax under Section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. In the event of dissolution, the residual assets of the organization shall be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(6) and 170 (c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state, or local government for exclusive public purposes.

Article V. Membership.

- A) Membership. The authorized number, qualifications, and manner of admission of members of this corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, the liability of members for dues or assessments and the method of collection thereof, and the termination or transfer of membership shall be as set forth in the By-Laws of this corporation not for profit.
- B) Rights and Liabilities of Members. The members of this Corporation shall have no right, title or interest whatsoever in its income, property or assets, nor shall any portion of such income, property or assets be distributed to any member on the dissolution or winding up of this Corporation. Members of this Corporation shall not be personally liable for debts, liabilities or obligations of the Corporation, and shall not be subject to any assessments. No stock shall be issued.
- C) This shall be a nonstock corporation.

Article VI. Registered Agent and Street Address. The street address of the Registered Office of the Corporation is 200 E. Robinson Street, Suite 500, Orlando, Florida 32801 and the name of the Registered Agent at that address is Florida Corporate Support, Inc.

Article VII. Board of Directors. The business and activities of the Corporation shall be managed by a Board of Directors consisting of no more than nine (9) directors. The method of election of the directors shall be as stated in the By Laws.

Article VIII. Officers. The officer of the Corporation shall be a President, such number of Vice Presidents as may be deemed necessary and appropriate by the Board of Directors, a Secretary, Treasurer and such other officers as may be provided in the By Laws of the Corporation.

Article IX. Amendment of Articles. Amendment to the Articles of Incorporation may be proposed by resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of two-thirds of a quorum of members of the Corporation, or as otherwise required by the Florida Not For Profit Corporation Act.

Article X. Bylaws. Subject to the limitations contained in the By-Laws, and any limitations set forth in the Florida Not For Profit Corporation Act, concerning corporate action that must be authorized or approved by members of the corporation, By-Laws of this Corporation may be made,

altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth therefore in the By-Laws.

Article XI. Founders It is hereby acknowledged that the Founders of this organization prior to its incorporation were Bonnie I. Frenkel and Deanna L. Ortner. Their contributions are sincerely appreciated.

IN WITNESS WHEREOF, the undersigned has signed these Amended and Restated Articles of Incorporation on this 19<sup>th</sup> day of ~~June~~ September, 2000.

German American Commerce Council  
of Central Florida, Inc.

By: [Signature]  
Carl-Christian Thier as President

STATE OF FLORIDA)  
COUNTY OF ORANGE)

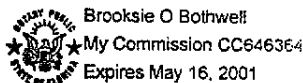
Before me personally appeared CARL-CHRISTIAN THIER, to me well known and known to me to be the person described in and who executed the foregoing Amended and Restated Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 19<sup>th</sup> day of September, 2000.

Brooksie O. Bothwell  
Notary Public, State of Florida at Large

\_\_\_\_\_  
Typed Name of Notary Public  
Commission No.:

(NOTARY SEAL)



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **German American Commerce Council of Central Florida, Inc.**, which is contained in the foregoing Amended and Restated Articles of Incorporation. I am familiar with and accept the obligations of Section 607.0505 F.S.

DATED this 10 th day of October, 2000.

FLORIDA CORPORATE SUPPORT, INC.

By: \_\_\_\_\_

G. Steven Brown

As Its: Assistant Secretary