

N95000002706

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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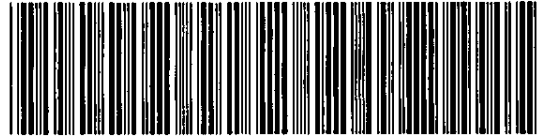
(Business Entity Name)

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SECRETARY OF STATE
DIVISION OF CORPORATE REGISTRATION
TALLAHASSEE, FL 32399

Amended / Restarted
CC
10/11/12

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Florida Tourism Industry Marketing Corporation, Inc.

DOCUMENT NUMBER: N95000002706

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

Please return all correspondence concerning this matter to the following:

Evangeline McCorvey Fields

(Name of Contact Person)

Florida Tourism Industry Marketing Corporation, Inc.

(Firm/ Company)

2540 W. Executive Center Circle, Suite 200

(Address)

Tallahassee, FL 32301

(City/ State and Zip Code)

vangie@VISITFLORIDA.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Evangeline McCorvey Fields at 850 205-3804

(Name of Contact Person)

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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



Walk-in

FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 23, 2012

EVANGELINE MCCORVEY FIELDS
FLORIDA TOURISM INDUSTRY MARKETING
2540 W. EXECUTIVE CTR CIRCLE - STE. 200
TALLAHASSEE, FL 32301

SUBJECT: FLORIDA TOURISM INDUSTRY MARKETING CORPORATION,
INC.

Ref. Number: N95000002706

We have received your document for FLORIDA TOURISM INDUSTRY MARKETING CORPORATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document you submitted has been prepared pursuant to profit statutes (chapter 607, Florida Statutes). As the entity was originally filed as a nonprofit corporation, this document should be filed pursuant to chapter 617, Florida Statutes.

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 312A00021615

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FLORIDA TOURISM INDUSTRY MARKETING CORPORATION, INC.**

1. Pursuant to the provisions of Sections 617.1006 and 617.1007 of the Florida Not for Profit Corporation Act, FLORIDA TOURISM INDUSTRY MARKETING CORPORATION, INC., a Florida not for profit corporation (the "Corporation"), adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation is: FLORIDA TOURISM INDUSTRY MARKETING CORPORATION, INC.

ARTICLE II

Principal Place of Business

The principal place of business of the Corporation is: 2540 West Executive Center Circle, Suite 200, Tallahassee, Florida 32301.

ARTICLE III

Term of Existence

The Corporation shall have perpetual existence.

ARTICLE IV

Purpose

The Corporation is organized, under Chapter 617, Florida Statutes, and pursuant to Section 288.1226, Florida Statutes, as a direct support organization of Enterprise Florida, Inc. ("EFI"). The Corporation is organized and shall be operated exclusively to request, receive, hold, invest and administer property and to manage and make expenditures for the operation of activities, services, functions, and programs of the State of Florida which relate to the statewide, national, and international promotion and marketing or tourism.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation's activities shall be limited to those activities in which an organization that is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended (the "Code"), as an organization described in Section 501(c)(6) of the Code, may engage.

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CORPORATIONS
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ARTICLE V
Members

The Corporation may have solely non-voting members. If the Corporation's Board of Directors determines that the Corporation shall have non-voting members, the qualifications of such members, the manner of admission of such non-voting members and their rights, privileges and obligations as non-voting members shall be as specified in the bylaws of the Corporation.

ARTICLE VI
Directors

The number of Directors of the Corporation, and the manner in which they shall be appointed, shall be as determined under Chapter 288, Florida Statutes, as amended from time to time; provided, however, that the Corporation shall never have less than three Directors.

ARTICLE VII
Bylaws

The power to adopt, change, amend, or repeal bylaws shall be vested in the Board of Directors of the Corporation.

ARTICLE VIII
Amendment

These articles of incorporation may be amended in the manner provided by law.

ARTICLE IX
Dissolution

Upon a dissolution of the Corporation, the assets of the Corporation shall be distributed in the manner provided by law or, in the absence of such law, the assets of the Corporation, after all liabilities and obligations of the Corporation have been paid or adequate provisions have been made therefore, shall be distributed to one or more organizations which are exempt from federal income taxation under Section 501(c) of the Code, as organizations described in Sections 501(c)(3), 501(c)(5) or 501(c)(6) of the Code, or to the State of Florida or any agency thereof exclusively for a public purpose.

2. The foregoing Amended and Restated Articles of Incorporation, which contain certain amendments to the Articles of Incorporation, were adopted by the Board of Directors of the Corporation on the 24 day of May, 2012, in accordance with Sections 617.1007(3)(a) and 617.1006(4) of the Florida Not For Profit Corporation Act. The Corporation has no members.

Dated this 20 day of August, 2012.

FLORIDA TOURISM INDUSTRY
MARKETING CORPORATION, INC.

By: 

Name: **Christopher L. Thompson**

Title: **President and CEO**

Articles of Amendment
to
Articles of Incorporation
of

Florida Tourism Industry Marketing Corporation, Inc.

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

N95000002706

(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:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

2540 W. Executive Center Circle
Suite 200
Tallahassee, FL 32301

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

P.O. Box 1100
Tallahassee, FL 32302

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: Evangeline McCorvey Fields (last name change)

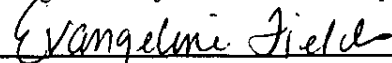
(Florida street address)

New Registered Office Address:

_____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.



Signature of New Registered Agent, if changing

(Attach additional sheets, if necessary)

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Example:

Address

Abstract

Tallahassee, FL 32301

Tallahassee, FL 32301

[illegible]

see attachment of (Restatement and Amended Articles of Incorporation)


This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

The date of each amendment(s) adoption: May 24, 2012

Effective date if applicable: May 24, 2012
(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(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated October 8, 2012


Signature _____
(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)

Christopher L. Thompson

(Typed or printed name of person signing)

President and Chief Executive Officer

(Title of person signing)