

N95000002706

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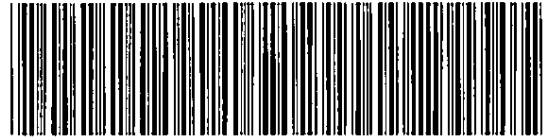
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Amended &  
Restated  
Articles

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A. RAMSEY

MAR -6 2024

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**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:

Craig Thomas

(Name of Contact Person)

Visit Florida Chief Operating Officer & General Counsel

(Firm/ Company)

101 North Monroe Street, Suite 900

(Address)

Tallahassee, Florida 32301

(City/ State and Zip Code)

cthomas@visitflorida.org

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

For further information concerning this matter, please call:

Craig Thomas

850

488-5607

X 903

at

(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 checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|-----------------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

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**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: 101 North Monroe Street, Suite 900, 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 the Florida Department of Commerce ("Department"). 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.

**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 7th day of February 2024, 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 7th day of February 2024.

FLORIDA TOURISM INDUSTRY  
MARKETING CORPORATION, INC.

*Jennifer Rominiecki*  
Jennifer Rominiecki: 11 Feb 15, 2024 10:10 EST

\_\_\_\_\_  
Jennifer Rominiecki, Chair

*Malinda J Horton*

\_\_\_\_\_  
Malinda Horton, Secretary