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February 17, 1998

Division of Corporations  
Florida Department of State  
The Capitol  
Post Office Box 6327  
Tallahassee, Florida 32314

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-02/20/98--01032--020  
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Re: Articles of Incorporation - CENTRAL FLORIDA CHAMBER OF  
COMMERCE, INC.

Dear Sir or Madam:

I am enclosing an original and one copy of the Articles of Incorporation for the CENTRAL FLORIDA CHAMBER OF COMMERCE, INC. Please file the original, date stamp the copy and return the conformed copy to me together with the Certificate of Incorporation. A check in the amount of \$122.50 for the filing fee is also enclosed.

If you have any questions or need further information, please do not hesitate to contact me. Thank you.

Very truly yours,

  
John M. Campbell

JMC/cjf  
Enclosures

FILED  
98 FEB 20 PM 2:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2/23/98 - TCM

**ARTICLES OF INCORPORATION  
OF  
CENTRAL FLORIDA CHAMBER OF COMMERCE, INC.**

**A Florida Not For Profit Corporation**

The undersigned, desiring to form a corporation not for profit, pursuant to the Laws of the State of Florida, as contained in Chapter 617 of Florida Statutes, hereby certifies as follows:

**ARTICLE I**

**CORPORATE NAME**

The name of this Corporation shall be CENTRAL FLORIDA CHAMBER OF COMMERCE, INC.

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation shall be:

101 International Parkway  
Heathrow, Florida 32746

**ARTICLE III**

**CORPORATE NATURE**

This is a nonprofit corporation, organized for the purpose of furthering business development in the Central Florida area.

**ARTICLE IV**

**DURATION**

This corporation shall exist perpetually, commencing upon the signing of these Articles, unless dissolved under provisions of its constitution, Bylaws or the Florida Statutes.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## **ARTICLE V**

### **GENERAL AND SPECIFIC PURPOSES**

The general and specific purposes for which this Corporation are formed are:

- (a) To encourage relocation of businesses to Central Florida.
- (b) To promote Central Florida as a quality business and living environment.
- (c) To facilitate business development and growth in Central Florida.
- (d) To offer educational, professional training, and public awareness programs to Central Florida businesses, prospective Central Florida businesses, and members of the public regarding business development, business opportunities, available business services, labor resources, governmental resources, educational opportunities, and the like.
- (e) To conduct studies in the Central Florida area on business performance, labor resources, industries represented, availability of business services, governmental resources, tax incentives, and the like.
- (f) To receive, maintain, and accept, as assets of the corporation, any property, whether real, personal or mixed, by way of gift, bequest, devise or purchase, from any person, firm, trust or corporation.
- (g) To engage in any activity or business permitted under the laws of the United States and Florida.

## **ARTICLE VI**

### **INCORPORATOR**

The name and address of the incorporator of this Corporation is as follows:

John M. Campbell	1211 Semoran Blvd., Suite 171
	Casselberry, Florida 32707

## **ARTICLE VII**

### **MANAGEMENT OF CORPORATE AFFAIRS**

(a) The affairs of the corporation shall be managed by a Board of Directors. The method of election of directors shall be as determined by the Bylaws of this Corporation.

(b) This Corporation shall hold and manage all property received and accepted by it to be administered hereunder, and shall pay over, transfer, distribute, administer, or otherwise deal with the principal and income thereof, in such manner or manners, and at such time or times, as in the judgment of the directors shall be suited to carrying out the purposes of this Corporation. The Board of Directors shall oversee the acquisition by purchase, gift, rental, or otherwise, and the management, care, sale or lease, or other disposition of, real property, and interest in real property, including buildings and other improvements, the acquisition by purchase, gift, rental or otherwise, and the preparation, sale, dispensation, lease, or other disposition of equipment, supplies, and other personal property and interests in personal property of whatsoever name or nature, and the retention of the services (whether directly or through contract or other arrangement with others), or employment of professional personnel, managers, administrators, assistants, secretaries, and other persons, agents, servants and employees.

(c) The Board of Directors shall have all the authority vested in it by Chapters 617 and 607 of the Florida Statutes, as amended from time to time.

(d) This Corporation shall have all powers granted to it under Chapter 617 of the Florida Statutes, as amended from time to time.

## **ARTICLE VIII**

### **BOARD OF DIRECTORS**

This Corporation shall have a minimum of three (3) but not more than seven (7) directors as determined in accordance with the Bylaws of this Corporation. The number of directors may be either increased or diminished in accordance with the Bylaws of this Corporation, provided that the number of directors shall never be reduced below three (3). The initial directors shall be appointed by the incorporator. Thereafter, directors shall be selected and removed in accordance with the Bylaws of this Corporation.

## **ARTICLE IX**

### **CORPORATE OFFICERS**

The Board of Directors shall elect the officers of this Corporation as the Bylaws may authorize or direct the Directors to elect from time to time.

## **ARTICLE X**

### **MEMBERSHIP**

This Corporation shall be comprised of members. The qualifications and criteria for becoming a member of this Corporation shall be set forth in the Bylaws.

## **ARTICLE XI**

### **BYLAWS**

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit Law of Florida concerning corporate action that must be authorized or approved by the members of the Board of Directors, Bylaws of this Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, by a resolution of a majority of the Board of Directors.

## **ARTICLE XII**

### **AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation shall be proposed to the members entitled to vote by a resolution adopted by the Board of Directors. Amendments shall be adopted by the vote of a majority of the members of this Corporation.

## **ARTICLE XIII**

### **REGISTERED AGENT AND OFFICE**

The registered agent of this Corporation shall be John M. Campbell. The registered office of this Corporation at which the registered agent may be served is:

1211 Semoran Blvd., Suite 171  
Casselberry, Florida 32707

This Corporation may change its registered agent from time to time without amendment of these Articles of Incorporation.

### **REGISTERED AGENT CERTIFICATION**

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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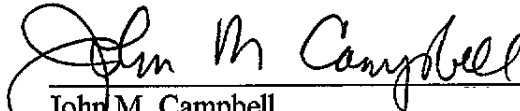
Pursuant to Section 48.091 and Section 617.023, Florida Statutes, the following is submitted:

That Central Florida Chamber of Commerce, Inc. has designated its registered office, as indicated in the foregoing Amended and Restated Articles of Incorporation, at 1211 Semoran Blvd., Suite 171, Casselberry, Florida 32707, and has named John M. Campbell at its registered office, as its agent to accept service of process within this state.

### **ACKNOWLEDGMENT**

Having been named to accept service of process for this Corporation named above, at the place designated in this certificate, John M. Campbell agrees to act in that

capacity and to comply with the provisions of the Florida Not For Profit Corporation Act relative to keeping open the registered office.

  
John M. Campbell  
Registered Agent

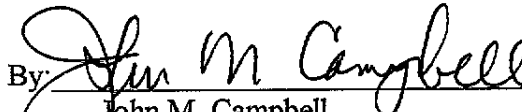
**ARTICLE XIV**

**INDEMNIFICATION**

This corporation shall be permitted to indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator CENTRAL FLORIDA CHAMBER OF COMMERCE, INC., has hereunto set her hand and seal this 17<sup>th</sup> day of February, 1998.

CENTRAL FLORIDA CHAMBER OF  
COMMERCE, INC.

By:   
John M. Campbell  
Incorporator

**FILED**  
98 FEB 20 PM 2:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA