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*Amended And Restated Art.*

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AMENDED AND RESTATED ARTICLES OF INCORPORATION  
of  
MID-FLORIDA REGIONAL MULTIPLE LISTING SERVICE, INC.

Pursuant to the requirements of Section 607.1007 of the Florida Business Corporation Act, the undersigned does hereby make, swear to, adopt and file these Amended and Restated Articles of Incorporation of MID-FLORIDA REGIONAL MULTIPLE LISTING SERVICES, INC. (the "Corporation"), which Corporation was incorporated in the State of Florida on June 13, 1995.

ARTICLE I

Name and Duration

The name of the Corporation is MID-FLORIDA REGIONAL MULTIPLE LISTING SERVICE, INC. The duration of the Corporation is perpetual.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 5032 Goddard Street, Orlando, Florida 32804.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 200 South Orange Avenue, Suite 2300, in the City of Orlando, County of Orange. The name of the registered agent at such address is A.G.C. Co.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

## ARTICLE V

### Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is fifty thousand (50,000) shares of common stock ("Common Stock") \$0.01 par value per share.

## ARTICLE VI

### Board of Directors

The members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however there shall never be less than two (2) voting directors for each Shareholder Member Association, as defined in the Corporation's Bylaws, which must be an association or board of REALTORS® holding membership as such in the National Association of REALTORS® and who is a shareholder in good standing at the time of appointment.

## ARTICLE VII

### Voting Requirements for Major Decisions

The Corporation shall not undertake or perform any or all of the transactions described below ("Major Decisions") without first receiving the approval of its Shareholders as follows:

a. The following "Major Decisions" must be approved by the affirmative vote of Shareholder Member Associations, who together, are the holders of at least two-thirds (2/3rds) of the voting power of the Corporation, and which Shareholder Member Associations have, in the aggregate, at least two-thirds (2/3rds) of the Corporation's REALTOR® Participants and Subscribers, as defined in the Corporation's Bylaws, as their members:

(1) Sell or agree to sell all or substantially all of the assets of the Corporation;

(2) Amend the Articles of Incorporation or the Bylaws of the Corporation;

(3) Declare and pay dividends, either in the form of stock or from earnings;

(4) Liquidate the Corporation; or

(5) Authorize or permit the Corporation to engage in a business other than the Service (as defined in the Corporation's Bylaws).

b. The following "Major Decisions" must be approved by the affirmative vote of BOTH: (i) Shareholder Member Associations, who together, are the holders of a majority of the voting power of the Corporation, and which Shareholder Member Associations have, in the aggregate, a majority of the Corporation's REALTOR® Participants and Subscribers, as defined in the Corporation's Bylaws, as their members, AND (ii) a "special majority" of the Founding Shareholders (i.e., the vote of at least three (3) "Founding Shareholders" which own, in the aggregate, a majority of the outstanding shares of the Corporation which are held by all such Founding Shareholders):

(1) Issue additional stock, stock options or warrants or rights to acquire the stock of the Corporation.

(2) Merge or consolidate the Corporation with any other corporation or entity, regardless of which corporation or entity is the survivor.

The following are the "Founding Shareholders": BARTOW BOARD OF REALTORS®, INC., EAST POLK COUNTY ASSOCIATION OF REALTORS®, INC., GREATER TAMPA ASSOCIATION OF REALTORS®, INC., GREATER LAKE COUNTY ASSOCIATION OF REALTORS®, INC., LAKE LAND ASSOCIATION OF REALTORS®, INC., ORLANDO REGIONAL REALTOR® ASSOCIATION, INC., OSCEOLA COUNTY ASSOCIATION OF REALTORS®, INC., and WEST VOLUSIA ASSOCIATION OF REALTORS®, INC.

#### ARTICLE VIII

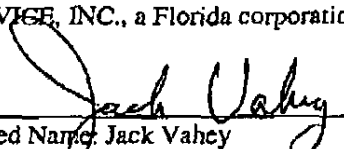
##### Amendment

These Articles of Incorporation may be amended, or new Articles may be adopted at any meeting of shareholders called for such purpose by the affirmative vote of Shareholder Member Associations, who together, are the holders of at least two-thirds (2/3rds) of the voting power of the Corporation, and which Shareholder Member Associations have, in the aggregate, at least two-thirds (2/3rds) of the Corporation's REALTOR® Participants and REALTOR® Subscribers, as defined in the Corporation's Bylaws, as their members.

The foregoing Amended and Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation and the shareholders of the Corporation as of the 4th day of October, 2007, and the number of votes cast for such amendment and restatement was sufficient for approval.

DATED at Orlando, Orange County, Florida, this 4th of October 2007.

MID-FLORIDA REGIONAL MULTIPLE LISTING  
SERVICE, INC., a Florida corporation

By:   
Printed Name: Jack Vahey  
Title: President

REGISTERED AGENT CERTIFICATE

Having been named to accept service of process and serve as registered agent for MID-FLORIDA REGIONAL MULTIPLE LISTING SERVICE, INC., at the place designated in these Amended and Restated Articles of Incorporation, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provisions of said statute relative in keeping open said office, and further states that it is familiar with Section 607.0501, *Florida Statutes*.

DATED this 4th day of October, 2007.

A.G.C. CO.

By G. Thomas Ball  
Printed Name: G. Thomas Ball  
Title: Vice-President

SOLICITORS, 024168, 000012, 101812697.3, Amended and Restated Articles of Incorporation