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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
MID-FLORIDA REGIONAL MULTIPLE LISTING SERVICE  
INC.

Certificate of Status	0
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Page Count	03
Estimated Charge	\$35.00

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**SECOND AMENDMENT TO  
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
MID-FLORIDA REGIONAL MULTIPLE LISTING SERVICE, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Corporation adopts and files this Second Amendment to the Amended and Restated Articles of Incorporation of **MID-FLORIDA REGIONAL MULTIPLE LISTING SERVICE, INC.** (the "Corporation"), which Corporation was incorporated in the state of Florida effective on June 13, 1995 and which Amended and Restated Articles of Incorporation were adopted on October 4, 2007 and filed and effective on July 15, 2008 and amended by First Amendment to Amended and Restated Articles of Incorporation adopted on October 14, 2011 and filed and effective on November 14, 2011.

**FIRST:** The name of the Corporation is **MID-FLORIDA REGIONAL MULTIPLE LISTING SERVICE, INC.**

**SECOND:** The following amendments to the Articles of Incorporation are adopted:

(A) Article II is deleted in its entirety and replaced with the following:

**"ARTICLE II**

**Address of the Principal Office**

The address of the principal office of the Corporation is 247 Maitland Avenue, Altamonte Springs, Florida 32701."

(B) Article VII is deleted in its entirety and replaced with the following:

**"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:

The following "Major Decisions" must be approved by the affirmative vote of BOTH: (i) Shareholder Member Associations, who together, are the holders of at least sixty percent (60%) of the voting power of the Corporation, and which Shareholder Member Associations have, in the aggregate, at least sixty percent (60%) of the Corporation's REALTOR® Participants and REALTOR® Subscribers (as defined in these Bylaws) as

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their members, AND (ii) the number of Shareholder Member Associations approving such Major Decisions include no less than twenty-five percent (25%) of the total number of Shareholders of the Corporation (without regard to the number of shares of the Corporation held by such Shareholders):

(1) Sell or agree to sell all or substantially all of the assets of the Corporation and/or any Subsidiary;

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

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

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

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

(6) Form or otherwise acquire all or more than a majority of the voting interests in another corporation or other business entity ("Subsidiary");

(7) Liquidate the Corporation; or

(8) Authorize or permit the Corporation to engage in a business other than the Service, including but not limited to, operation of a lockbox system which the Shareholders specifically agree is not included in the Service."

THIRD: Pursuant to Section 607.1003 of the Florida Statutes, the foregoing Second Amendment to the Amended and Restated Articles of Incorporation was proposed to the Shareholders by the Board of Directors and the number of votes cast by the Shareholders was sufficient for approval as of 20<sup>th</sup> day of October, 2017 at a duly called meeting of shareholders held on that date.

Oct. 23. 2017 11:42AM Gray Robinson

No. 0997 P. 4

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Executed this 20<sup>th</sup> day of October, 2017.

**MID-FLORIDA REGIONAL  
MULTIPLE LISTING SERVICE, INC.**

By:   
Merri Jo Cowen, Chief Executive Officer