

Jun. 21. 2022 9:40AM

GRAY ROBINSON

No. 2367 P. 1

6/21/22, 8:49 AM

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
MY FLORIDA REGIONAL MLS, INC.**

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**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
MY FLORIDA REGIONAL MLS, 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 **MY FLORIDA REGIONAL MLS, 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 MY FLORIDA REGIONAL MLS, INC. The duration of the Corporation is perpetual.

**ARTICLE II**

**PRINCIPAL OFFICE**

The address of the principal office of the Corporation is 247 Maitland Avenue, Suite 2000, Altamonte Springs, Florida 32701.

**ARTICLE III**

**REGISTERED OFFICE AND AGENT**

The address of the registered office in the State of Florida is 301 East Pine Street, Suite 1400, in the City of Orlando, County of Orange. The name of the registered agent as such address is Gary M. Berkson.

**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.

(((H22000213639 3)))

**ARTICLE V****CAPITAL STOCK**

The total number of shares of capital stock which the Corporation has the authority to issue is one hundred thousand (100,000) shares of commons stock ("Common Stock") \$.002 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 one (1) voting director 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 that are Major Decisions, as defined in the Corporation's Bylaws, without first receiving the approval of its shareholders who together hold the number of shares of voting power of the Corporation, and which shareholders have, in the aggregate, at least the number of the Corporation's REALTOR® Participants and Subscribers, all as defined in the Corporation's Bylaws, as their members. Such Major Decisions and voting requirements may only be changed by the shareholders in accordance with the Corporation's Bylaws.

**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 shareholders who together hold the number of shares of voting power of the Corporation, and which shareholders have, in the aggregate, at least the number of the Corporation's REALTOR® Participants and Subscribers, all as defined in the Corporation's Bylaws, as their members.

The foregoing Second Amended and Restated Articles of Incorporation were adopted by the shareholders of the Corporation as of the 13<sup>th</sup> day of June, 2022, and the number of votes cast for such amendment and restatement was sufficient for approval.

[signature page follows]

Jun. 21. 2022 9:41AM

GRAY ROBINSON

No. 2367 P. 4

((H22000213639 3)))

DATED at Orlando, Orange County, Florida, this 13 day of June, 2022.

**MY FLORIDA REGIONAL MLS, INC.**

By: Merri Jo Cowen

Printed Name: Merri Jo Cowen

Title: Chief Executive Officer

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**REGISTERED AGENT CERTIFICATE**

Having been named to accept service of process and serve as registered agent for **MY FLORIDA REGIONAL MLS, INC.**, at the place designated in these Second 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 at Orlando, Orange County, Florida, this 20<sup>th</sup> day of June, 2022.

By: 

Printed Name: Gary M. Berkson

Title: Registered Agent