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BASIC AMENDMENT

MIRAMAR-PEMBROKE PINES REGIONAL CHAMBER OF COMMERCE,

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MIRAMAR-PEMBROKE PINES REGIONAL CHAMBER OF COMMERCE, INC.
(a corporation not for profit)**

The undersigned, being the Chairman of the Board of the above corporation (the "Corporation"), in accordance with Sections 617.1001, 617.1002, 617.1006 and 617.1007 of the Florida Statutes, certifies that:

1. The name of the Corporation is Miramar-Pembroke Pines Regional Chamber of Commerce, Inc.
2. The Articles of Incorporation were originally filed on December 10, 1969 under the name Miramar - Pembroke Chamber of Commerce, Inc.
3. The Articles of Incorporation of Miramar-Pembroke Pines Regional Chamber of Commerce, Inc. are hereby amended and restated in their entirety as follows:

ARTICLE I

The name of the Corporation shall be: Miramar-Pembroke Pines Regional Chamber of Commerce, Inc..

ARTICLE II

The principal place of business and the mailing address of this corporation shall be 10100 Pines Blvd., Pembroke Pines, Florida 33026.

ARTICLE III

The purpose for which the Corporation is formed, and the objects to be carried on and promoted by it, are as follows:

1. The purposes for which the Corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.
2. The specific purposes for which the Corporation is organized are as follows:

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A. The advancement of the civic, commercial, industrial and agricultural interests of the greater Miramar-Pembroke Pines area, including without limitation the cities of Miramar, Pembroke Pines Cooper City, Davie, Southwest Ranches and Weston, and to

1. encourage the growth of existing industry and business while giving all proper assistance to new firms or individuals seeking to locate in the area;
2. support all of those activities deemed to be beneficial to the community and area;
3. oppose those activities which might be detrimental to the community and area;
4. promote the healthy development of the residential and business communities;
5. express the views of the business community on local, state and national issues;
6. further the business and professional interests of the Corporations's members;
7. promote and enhance a better understanding of the relationship between the Corporation, the business community, the free enterprise system, the government, the community at large, and the freedom of the individual; and
8. enlist the support of every business, professional person and citizen in the area to assist the Corporation in realizing its objectives.

B. This Corporation, a non-profit corporation, in its activities, shall be non-partisan and non-sectarian, and shall neither take part nor lend its influence to the election or appointment of any candidate for national, state, county or city office.

3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any member of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office.

4. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

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5. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Broward County, Florida in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes.

6. The corporation shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida, and to exercise those powers in the accomplishment of its objects and purposes.

ARTICLE IV

The number of directors of this Corporation and the manner in which the directors are elected or appointed shall be determined in accordance with the Corporation's By-laws, but the number of directors of this Corporation shall not be less than three (3).

ARTICLE V

The name and street address of the registered agent is:

Ivan J. Reich, Esq.
Becker & Poliakoff, P.A.
3111 Stirling Rd.
Ft. Lauderdale, FL 33312.

ARTICLE VI

This Corporation shall have perpetual existence.

ARTICLE VII

Membership qualification, classification, rights and termination shall be determined in accordance with the Corporation's By-laws. The Corporation's By-laws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation or which would disqualify this Corporation's qualification as an organization exempt from taxation under Section 501(c) of the Internal Revenue Code.

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ARTICLE VIII

These Articles of Incorporation may be amended from time to time solely by the affirmative vote of 75% of the Board of Directors present at any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting.

ARTICLE IX

The By-laws of the Corporation may be amended from time to time solely by the affirmative vote of 75% of the Board of Directors present at any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting.

This Amendment and Restatement was adopted by the board of directors of the Corporation on the 18th day of December 2002, and approved the members of the Corporation on the 25th day of February, 2003. The number of votes cast for this Amendment and Restatement was sufficient for approval.

The undersigned has executed these Amended and Restated Articles of Incorporation this 25th day of February, 2003.


Ivan J. Reich, *Chairman of the Board*

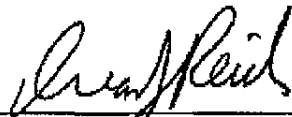
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

**MIRAMAR-PEMBROKE PINES REGIONAL CHAMBER OF COMMERCE, INC.
(a corporation not for profit)**

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statues relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Ivan J. Reich, Esq., Registered Agent

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