

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GREATER SARASOTA CHAMBER OF COMMERCE, INC.**

(A Corporation Not for Profit)

Pursuant to Section 617.1007, Florida Statutes, Greater Sarasota Chamber of Commerce, Inc., a Florida not for profit corporation (the “**Corporation**”), by its undersigned _____, has adopted the following Amended and Restated Articles of Incorporation:

Article 1 – Name of Corporation

The name of the Corporation shall be:

Greater Sarasota Chamber of Commerce, Inc.

Article 2 – Principal Address

The principal address and the mailing address of the Corporation shall be:

1945 Fruitville Road
Sarasota, FL 34236

Article 3 – Purpose of Corporation

The purposes for which the Corporation is organized are exclusively within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law (the “Code”), including to:

1. cultivate Sarasota's prosperity and quality of life through its member businesses;
2. improve the market area;
3. assure a sound climate for business; and
4. promote business and community development by maintaining and improving the environment and quality of life by:
 - a. regular evaluation of community planning and governmental services;
 - b. encouraging responsible governmental programs and action;

- c. promoting civic, social, and cultural programs; and
- d. being politically non-partisan and non-sectarian in all of its activities.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its officers, directors, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) an organization exempt from federal income tax under Section 501(c)(6) of the Code or (b) an organization, contributions to which are deductible under section 170(c)(2) of the Code.

Article 4 – Members

The Corporation will be a membership organization for federal income tax purposes but will not have “members” as defined in Section 617.01401, Florida Statutes.

Article 5 – Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors. The method of election of directors shall be as stated in the Corporation’s Bylaws. The Board of Directors shall be the governing body of the Corporation and shall have all the requisite power and authority over the business and affairs of the Corporation.

Article 6 – Corporate Existence

The duration of the Corporation shall be perpetual, unless dissolved according to law. Distributions upon the dissolution of the Corporation shall be made according to the terms set forth in Article 9.

Article 7 – Bylaws

The Board of Directors of the Corporation shall adopt Bylaws consistent with these Amended and Restated Articles of Incorporation. Thereafter, the Bylaws may be altered, amended, or rescinded by the Board of Directors in the manner provided by such Bylaws.

Article 8 – Registered Office

The street address of the registered office of the Corporation is 1945 Fruitville Road, Sarasota, Florida 34236 and the name of the registered agent of the Corporation at that address is Kevin R. Cooper.

Article 9 – Distribution Upon Dissolution

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) or 501(c)(6) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article 10 – Amendment

The Board of Directors may amend, alter, change, or repeal any provisions contained in these Amended and Restated Articles of Incorporation, or any amendment hereto, by a majority vote of the directors then in office.

These Amended and Restated Articles of Incorporation were adopted by the members of the Corporation on _____, 2018, and the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, the _____ has executed these Amended and Restated Articles of Incorporation on this ____ day of _____ 2018.

Print Name: _____

As its _____

ACKNOWLEDGEMENT OF REGISTERED AGENT

By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, is familiar with, and accepts, the obligations of that position.

IN WITNESS WHEREOF, the undersigned has executed this Acknowledgement of Registered Agent as of the Execution Date.

Kevin R. Cooper
Registered Agent