

NO2000004425

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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BASIC AMENDMENT

PANAMA CITY BEACH INDIAN SUMMER FESTIVALS, INC.

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Amended + Restated

HARRISON, SALE, McCLOY, THOMPSON & HARRISON

CHARTERED
ATTORNEYS & COUNSELLORS AT LAW
304 Magnolia Avenue
Post Office Drawer 1579
Panama City, Florida 32402
Telephone: (850) 769-3434
Fax: (850) 769-6121

TELECOPY COVER SHEET

TO: Teresa Brown
Telefax Number: 850 205-0380
FROM: Douglas Sale
DATE: 8/6/03
RE: Electronic Filing Fax Audit Number H03000248595 8

MESSAGE

Thank you for your help over the telephone today. As we discussed, I attach only Page 6 of the Amended and Restated Articles of Incorporation, revised to eliminate the word "initial" prior to the word "officers" in the final sentence in that page. Also attached is your fax to this office.

If you need anything further, please let me know.

Total number of pages being transmitted including this page: 3

Sent by: SM

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 6, 2003

PANAMA CITY BEACH INDIAN SUMMER FESTIVALS, INC.
17001 PANAMA CITY BCH PKWY
PANAMA CITY BCH, FL 32413SUBJECT: PANAMA CITY BEACH INDIAN SUMMER FESTIVALS, INC.
REF: N02000004425

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown
Document SpecialistFAX Aud. #: H03000248595
Letter Number: 003A00045135

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03 AUG -6 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT # H03000248595 8

AMENDED & RESTATED
ARTICLES OF INCORPORATION

of —

PANAMA CITY BEACH INDIAN SUMMER FESTIVALS, INC.
(A corporation Not-For-Profit)

WHEREAS, the Articles of Incorporation of the Corporation were filed in the office of the Secretary of State on June 10, 2002, document number N02000004425; and

WHEREAS, the Board of Directors desire to amend and restate the Articles of Incorporation, as permitted by Article X of the original Articles; and

WHEREAS, this amendment and restatement of the Articles of Incorporation will require the consent and ratification of the sole Member of the Corporation, as stated in Article X of the original Articles.

NOW THEREFORE, BE IT RESOLVED by the Board of Directors of the Corporation on this 22 day of July, 2003 that the Articles of Incorporation are amended and restated to read:

Douglas J. Sale
Florida Bar # 0220991
Harrison, Sale, McCloy & Thompson
P.O. Box 1579
Panama City, Florida 32402
(850) 769-3434
Fax Audit No. H03000248595 8

FAX AUDIT # H03000248595 8

ARTICLE I
NAME

The name of the Corporation is "Panama City Beach Indian Summer Festivals, Inc."

ARTICLE II
PURPOSES

The Corporation is organized under Chapter 617, *Florida Statutes (2001)*, as a not-for-profit corporation whose purpose is to promote and conduct festivals and special events, including but not limited to the Panama City Beach Annual Indian Summer Festivals, for the purpose of promoting tourism and economic growth, and improving the quality of life, for the greater Panama City Beaches Area.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation's activities shall be limited to those activities in which an organization that is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended, (the "Code") as an organization described in Section 501(c)(6) of the Code, may engage.

No part of the net income or earnings of the Corporation shall inure to the benefit of any member, Director or officer of the Corporation, or any other person, except that a reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes.

FAX AUDIT # H03000248595 8

ARTICLE III
POWERS

The Corporation shall have the following powers:

(a) To exercise, without limitation except as provided herein, all the powers enumerated in Chapter 617, *Florida Statutes*, as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the purposes herein enumerated which are not in derogation of the laws of the State of Florida;

(b) To form, become a member of, own in whole or in part, participate in the governance of including exercising control over such governance, and to contribute funds to joint ventures, partnerships, corporations or other entities, whether or not any such entity is for-profit or not-for-profit, so long as the Corporation's participation therein is primarily in furtherance of the purposes for which the Corporation is organized and permissible for an organization described in Section 501(c)(6) of the Code;

ARTICLE IV
TERM

The Term of this Corporation shall be perpetual, except as provided in Article XII.

ARTICLE V
REGISTERED OFFICE AND AGENT

The initial registered office, principal place of business and mailing address of the

FAX AUDIT # H03000248595 8

Corporation is 17001 Panama City Beach Parkway, Panama City Beach, Florida, 32413, and the name of the initial registered agent at said address is Robert L. Warren.

ARTICLE VI
MEMBERS AND STOCK

The sole Member of the Corporation shall be The Panama City Beach Convention and Visitors Bureau, Inc. Membership in the Corporation is not transferable or assignable. The Corporation shall issue no stock.

ARTICLE VII
BOARD OF DIRECTORS

(a) Establishment of Board. The property, affairs, business and operation of the Corporation shall be managed by a Board of Directors. The Board of Directors shall carry out the purposes of the Corporation in compliance with the Articles of Incorporation and the Bylaws of the Corporation. Upon adoption of these Amended Articles, and approval by the sole Member, the Board of Directors shall consist of the following nine (9) persons:

Cody Khan
11127 Front Beach Road
Panama City Beach, FL 32407

Andy Phillips
11212 Front Beach Road
Panama City Beach, FL 32407

Russ Smith
9450 S. Thomas Drive
Panama City Beach, FL 32408

George Gainer
PO Box 1818
Panama City, FL 32402

Lee Sullivan
110 S. Arnold Road
Panama City Beach, FL 32413

Bill Mathieu
110 S. Arnold Road
Panama City Beach, FL 32413

Fax Audit # H03000248595 8

4

FAX AUDIT # H03000248595 8

John P. Bishop, Jr.
12627 Front Beach Road
Panama City Beach, FL 32413

Julian Bennett
15238 Front Beach Road
Panama City Beach, FL 32408

Theo Patronis
5551 N. Lagoon Drive
Panama City Beach, FL 32408

The Board of Directors shall always consists of no more or less than nine (9) Directors, each of whom shall be a member of the Board of Directors of the Panama City Beach Convention and Visitors Bureau, Inc.

(b) The terms of the Directors shall coincide with their terms as members of the Board of Directors of the Panama City Beach Convention and Visitors Bureau, Inc.

(c) Persons eligible for membership on the Board of Directors shall initially and at all times be members of the Board of Directors of the Panama City Beach Convention and Visitors Bureau, Inc.

(d) The Directors may provide for the appointment of one or more advisors to the Board of Directors. Advisors shall be non-voting and shall not be considered directors.

(e) Directors shall not be compensated for the performance of their duties as Directors, but shall be reimbursed for their expenses incurred in performance of their duties as Directors.

ARTICLE VIII OFFICERS

(a) The Board of Directors shall have a Chairman and Vice-Chairman whose duties shall

Fax Audit # H03000248595 8

FAX AUDIT # H03000248595 8

be as set forth in the Bylaws or as established by the Board of Directors. The Corporation shall have a President, a Vice President and a Secretary/Treasurer whose duties shall be as set forth in the Bylaws or as established by the Board of Directors. In addition, the Corporation shall have such other officers and assistant officers as may be deemed necessary by the Board of Directors or as provided in the Bylaws.

(b) The Chairman and Vice Chairman of the Board of Directors shall at all times be identical to the Chairman and Vice Chairman of the Board of Directors of the Panama City Beach Convention and Visitors Bureau, Inc., respectively. The Chairman of the Board of Directors shall preside at all meetings of the Board. The Vice Chairman shall preside in the absence of the Chairman. In addition, the Chairman in the absence of the President and the Vice President, and the Vice Chairman in the absence of the President, the Vice President and the Chairman, shall act as Executive Officer of the Corporation if so provided in the By-Laws.

(c) Upon the adoption and approval of these Amended and Restated Articles, the Officers of the Board of Directors who are to serve until their successors are elected are as follows:

Cody Khan, Chairman	Andy Phillips, Vice Chairman
11127 Front Beach Road	11212 Front Beach Road
Panama City Beach, FL 32407	Panama City Beach, FL 32407

(d) Unless otherwise elected from time to time by the Board of Directors to serve at the pleasure of the Board of Directors, the President, Vice President and Secretary/Treasurer of the Corporation shall at all times be identical to the President, the Vice Chairman and the Secretary/Treasurer of the Panama City Beach Convention and Visitors Bureau, Inc., respectively.

(e) The names of the officers of the Corporation who are to serve until their

Fax Audit #: H03000248595 8

6

FAX AUDIT # H03000248595 8

successors are selected are as follows:

Robert L. Warren, President
17001 Panama City Beach Parkway
Panama City Beach, FL 32413

Andy Phillips, Vice President
11212 Front Beach Road
Panama City Beach, FL 32407

Theo Patronis, Secretary/Treasurer
5551 N. Lagoon Drive
Panama City Beach Florida 32408

(f) Officers shall not be compensated for the performance of their duties as Officers but shall be reimbursed for their expenses incurred in performance of their duties as Officers.

ARTICLE IX
ADOPTION AND AMENDMENT TO THE BYLAWS

The Board of Directors shall propose Bylaws for this Corporation and may from time to time propose to amend the same by an affirmative vote of two-thirds (2/3) of the total voting members of the Board of Directors present at any regular or special meeting, a majority of voting Directors being present, provided a copy of the proposed amendment shall have been submitted in writing to each Director at least fifteen (15) days before the meeting at which a vote upon such proposal is to be taken. If all of the voting members of the Board of Directors sign a written statement manifesting their intention that an amendment to the Bylaws be proposed, then the amendment shall thereby be submitted to the sole Member for approval without the necessity of the fifteen (15) day notice. Initial Bylaws and any amendment thereto shall become effective upon approval by the sole Member.

FAX AUDIT # H03000248595 8

ARTICLE X
AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Board of Directors may propose to amend any provision to these Articles of Incorporation. Such amendment may be proposed by any voting Director of the Board of Directors, and, such proposal shall be confirmed by affirmative vote of two-thirds (2/3) of the total voting members of the Board of Directors at a meeting upon which such amendment is to be considered, a majority of voting Directors being present, provided a copy of the proposed amendment shall have been submitted in writing to each Director at least fifteen (15) days before the meeting at which a vote upon such proposal is to be taken. If all of the voting members of the Board of Directors sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be proposed, then the amendment shall thereby be submitted to the sole Member for approval without the necessity of a meeting or the fifteen (15) day notice. Such amendment shall be effective upon approval by the sole Member.

ARTICLE XI
ANNUAL MEETING

As shall be provided in the Bylaws, there shall be an annual meeting of the Board of Directors for the purpose of considering election of Officers of the Corporation, and for such other purposes as directed by the Board of Directors. The Board of Directors shall from time to time hold

Fax Audit # H03000248595 8

8

FAX AUDIT # H03000248595 8

such other meetings as provided in the Bylaws. The annual meeting shall be held at the corporate headquarters of the Corporation.

ARTICLE XII
DISSOLUTION

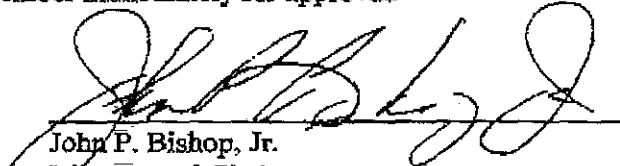
The Corporation may be dissolved at any time by the act of the Board of Directors of the Corporation. Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution, and after adequate provision has been made for the discharge or assumption of its liabilities, shall be distributed to the sole Member, a Section 501(c)(6) Florida not-for-profit-corporation, to be used exclusively for the purposes stated in the Articles of Incorporation of the sole Member and none of the assets will be distributed upon such dissolution to any Officer or Director of the Corporation or any other private person.

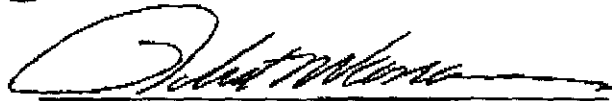
ARTICLE XIII
INDEMNIFICATION

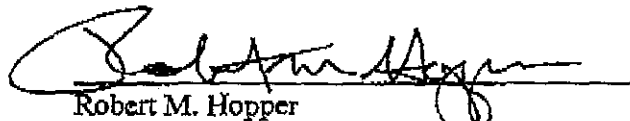
The Corporation shall defend, indemnify and hold harmless any member of the Board of Directors or officer of the Corporation, who is a party to any threatened or pending suit or proceeding by reason of the fact that he or she is or was a director, officer or agent of the Corporation. The extent and conditions of such defense, indemnification or holding harmless may be more particularly stated in the bylaws of the Corporation.

FAX AUDIT # H03000248595 8

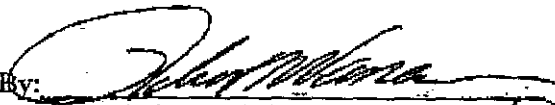
IN WITNESS WHEREOF, the undersigned, being all the Directors of the Corporation, and the Corporation, hereby propose, confirm, approve and adopt the foregoing Amended and Restated Articles of Incorporation, waive any notice or meeting requirement related thereto, and consent that these Articles be submitted to the sole Member immediately for approval.

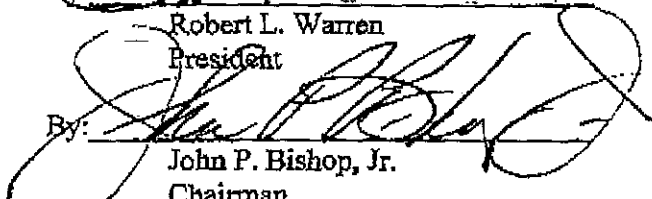

John P. Bishop, Jr.
Director and Chairman


Robert L. Warren
Director


Robert M. Hopper
Director

PANAMA CITY BEACH INDIAN SUMMER
FESTIVALS, INC.

By: 
Robert L. Warren
President

By: 
John P. Bishop, Jr.
Chairman

ATTEST:


Robert M. Hopper
Secretary

FAX AUDIT # H03000248595 8

CERTIFICATE OF APPROVAL BY SOLE MEMBER

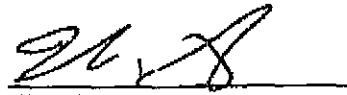
The Panama City Beach Convention and Visitors Bureau, Inc., as the sole Member of the Corporation and the Corporation, hereby certify that the foregoing Amended and Restated Articles were duly approved and adopted by the sole Member at a properly constituted meeting of its Directors held the 22 day of July, 2003.

PANAMA CITY BEACH CONVENTION AND VISITORS BUREAU, INC.

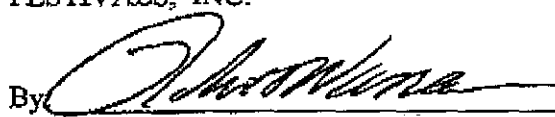
By: 
Robert L. Warren, President

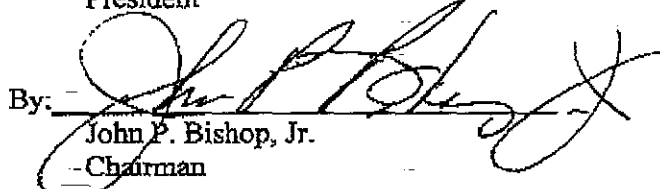
By: 
Cody Khan, Chairman

ATTEST:

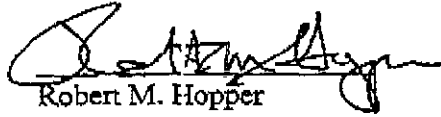

Theo Patroxis
Secretary

PANAMA CITY BEACH INDIAN SUMMER FESTIVALS, INC.

By: 
Robert L. Warren
President

By: 
John P. Bishop, Jr.
Chairman

ATTEST:


Robert M. Hopper
Secretary

Fax Audit # H03000248595 8

FAX AUDIT # E03000248595 8

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 22 day of July, 2003
by John P. Eishop, Jr. as Director and Chairman of PANAMA CITY BEACH INDIAN
SUMMER FESTIVALS, INC.

who is personally known to me.
 who produced _____ as identification.

Gale E Wright
Notary Public - State of Florida
My Commission Expires: 11-11-06



GALE E. WRIGHT
Notary Public - State of Florida
Comm. Expires Nov. 11, 2006
Commission No. DD 133735

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 22 day of July, 2003
by Robert L. Warren as President and Director of PANAMA CITY BEACH INDIAN SUMMER
FESTIVALS, INC.

who is personally known to me.
 who produced _____ as identification.

Gale E Wright
Notary Public - State of Florida
My Commission Expires: 11-11-06



GALE E. WRIGHT
Notary Public - State of Florida
Comm. Expires Nov. 11, 2006
Commission No. DD 133735

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 24 day of July, 2003
by Robert M. Hopper as Director and Secretary/Treasurer of PANAMA CITY BEACH INDIAN
SUMMER FESTIVALS, INC.

who is personally known to me.
 who produced _____ as identification.

Kim Rodgers
Notary Public - State of Florida
My Commission Expires:



Kim Rodgers
Notary Public - State of Florida
Comm. Expires Sept. 26, 2003
Comm. No. CC 874285

FAX AUDIT # H03000248595 8

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 22 day of July, 2003
by Robert L. Warren as President of the PANAMA CITY BEACH CONVENTION AND
VISITORS BUREAU, INC.

who is personally known to me.
 who produced _____ as identification.

Gale E. Wright
Notary Public - State of Florida
My Commission Expires: 11-11-06



GALE E. WRIGHT
Notary Public - State of Florida
Comm. Expires Nov. 11, 2006
Commission No. DD 133735

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 22 day of July, 2003
by Cody Khan as Chairman of the PANAMA CITY BEACH CONVENTION AND VISITORS
BUREAU, INC.

who is personally known to me.
 who produced _____ as identification.

Gale E. Wright
Notary Public - State of Florida
My Commission Expires: 11-11-06



GALE E. WRIGHT
Notary Public - State of Florida
Comm. Expires Nov. 11, 2006
Commission No. DD 133735

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 22 day of July, 2003
by Theo Paronis as Secretary/Treasurer of PANAMA CITY BEACH CONVENTION AND
VISITORS BUREAU, INC.

who is personally known to me.
 who produced _____ as identification.

Gale E. Wright
Notary Public - State of Florida
My Commission Expires: 11-11-06



GALE E. WRIGHT
Notary Public - State of Florida
Comm. Expires Nov. 11, 2006
Commission No. DD 133735