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2007 MAY -3 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Science Center of Pinellas County, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Madeline McNaughton
Name (Printed or typed)

7701 22nd Avenue North
Address

Saint Petersburg, FL 33710
City, State & Zip

727-304-0027
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 11, 2007

MADLINE MCNAUGHTON
THE SCIENCE CENTER OF PINELLAS COUNTY
7701 22ND AVENUE NORTH
ST. PETERSBURG, FL 33710

SUBJECT: THE SCIENCE CENTER OF PINELLAS COUNTY, INC.
Ref. Number: 713105

We have received your document for THE SCIENCE CENTER OF PINELLAS COUNTY, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If the Restated Articles were adopted by the directors and do not contain any amendments requiring member approval, a statement to that effect must be contained in the document.

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) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 907A00024423

RECEIVED
07 MAY -3 AM 8:00
DIVISION OF CORPORATIONS

THE FOLLOWING AMENDED AND RESTATED ARTICLES OF INCORPORATION AMEND AND RESTATE IN THEIR ENTIRETY THOSE CERTAIN ARTICLES OF INCORPORATION LAST FILED ON THE 25TH DAY OF JULY, 1967, WITH THE SECRETARY OF STATE, STATE OF FLORIDA, WHICH SHALL NOW READ AS FOLLOWS:

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE SCIENCE CENTER OF PINELLAS COUNTY, INC
A FLORIDA NONPROFIT CORPORATION**

2007 MAY -3 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE I NAME OF CORPORATION

The name of the Corporation shall be THE SCIENCE CENTER OF PINELLAS COUNTY, INC.

ARTICLE II PRINCIPLE OFFICE

The principle office of THE SCIENCE CENTER OF PINELLAS COUNTY, INC. is 7701 22nd Avenue North, Saint Petersburg, FL 33710.

ARTICLE III PURPOSE

Section I. This Corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. The Corporation is organized exclusively for scientific and educational purposes, more specifically, to increase appreciation of and to encourage practical applications in the field of science, by establishing and maintaining in Pinellas County, a Science Center to be used primarily by persons of all ages and to promote the preservation, protection, and conservation of historic sites, scenic places, wildlife, and natural resources common to this area.

Section II. To this end, the Corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

Section III. This Corporation may become indebted and own, sell or lease property, sue and be sued, use a corporate seal, allow reasonable

compensation to its Executive Director and employees, make contracts and incur liabilities and do all things which a not-for-profit corporation is permitted, as provided by the Articles of Incorporation and amendments, or by law. The Corporation may accept gifts, devices, bequests of any property or thing of value necessary for its corporate purposes. The Corporation may solicit funds, donations and contributions of all kinds.

ARTICLE IV BOARD OF DIRECTORS

The affairs and property of the Corporation shall be managed by a Board of Directors as defined in the Bylaws. The initial Board of Directors shall be elected by the Corporation's general membership. No Director shall have any right, title, or interest in or to any property of the Corporation. Membership of the Board of Directors thereafter shall be elected by the existing Board of Directors, as necessary, or as prescribed below in these Articles or in the Bylaws. Potential Directors shall be nominated by a sub-committee of the Board of Directors, and presented to the entire Board of Directors for approval. Any Director may recommend a new Director before The Board of Directors approves potential Directors. A vote by the majority of the Board of Directors present at a meeting is required for approval of Directors. The Board of Directors shall not exceed twenty one (21), nor be less than fifteen (15) at any given time. Each Director shall be elected for a term of three (3) years and may serve two consecutive terms for a total of up to six (6) years. Formal re-election of a Director to his/her consecutive term is required. Elections of Directors may be held as necessary. A Director may be re-elected to the Board for future consecutive terms after being off the Board for one year or if elected or appointed to serve on a subcommittee.

ARTICLE V MEMBERS

Any person or organization interested in promoting the interests of the Corporation may apply for membership as defined in the Bylaws.

ARTICLE VI REGISTERED OFFICE AND AGENT

The Corporation's registered office is located at 7701 22nd Avenue, North, St. Petersburg, FL 33710. The registered agent at that address shall be Madeline T. McNaughton. Changes to the registered office and registered agent may be made by changes on the Corporation's annual report form filed with the Department of State or otherwise as provided by Florida law without the necessity of amending the Corporation's Articles of Incorporation.

The members of the Corporation shall meet on an annual basis as defined in the Bylaws.

ARTICLE VII INCORPORATORS

The incorporator is listed as Christopher F. D'Elia of 7701 22nd Avenue North, Saint Petersburg, FL 33710.

ARTICLE VIII COMMITTEES

The Board of Directors may create sub-committees as needed. The Board Chairperson shall appoint all sub-committee chairs or at a Director's request, by majority vote of the Board of Directors. People outside the Board of Directors may serve on a sub-committee.

ARTICLE IX MEMBERS MEETING

The members of the Corporation shall meet on an annual basis as defined in the Bylaws.

ARTICLE X LIMITATIONS

Section I. No part of the net earnings of the Corporation shall inure to any member of the Corporation nor to any Director or officer of the Corporation, nor to any other private persons, excepting solely such reasonable compensation that the Corporation shall pay for services actually rendered to the Corporation, or allowed by the Corporation as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation.

Section II. No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Section III. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

ARTICLE X AMENDMENTS TO ARTICLES OF INCORPORATION

The Corporation's Articles of Incorporation may be amended by a vote of two-thirds of the Directors present at any meeting of the Board of Directors, provided that notice of the meeting date and of the proposed amendment or amendments be given to all Directors in writing at least ten days before the meeting where action will be taken. Any such amendment shall be effective upon the filing thereof with the Department of State of the State of Florida.

ARTICLE XI PERSONAL LIABILITY

No (member) officer or Director of this Corporation shall be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the (members) officer, or Directors be subject to the payment of the debts or obligations of this Corporation.

ARTICLE XII DURATION

The duration of the corporation is perpetual.

ARTICLE XIII DISSOLUTION

At the time of dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of debts, obligations, liabilities, costs, and expenses of the Corporation, dispose of any remaining assets belonging to the Science Center of Pinellas County, Inc., more specifically, said assets shall be donated to another 501 (c) (3) non-profit organization with a similar mission. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 170 (c) (1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, in such manner as the Board of Directors shall determine.

These restated Articles of Incorporation were adopted by the Directors and received a vote from members sufficient for approval.

The undersigned Chairperson of the Board of Directors of The Science Center of Pinellas County, Inc., hereby certifies that the above Articles of Incorporation were adopted on April 18, 2007, by a two-thirds vote of the Board of Directors at a regular meeting.

Christopher F. D'Elia

Christopher F. D'Elia, Ph.D.
**Chairperson of The Science Center of
Pinellas County, Inc.**

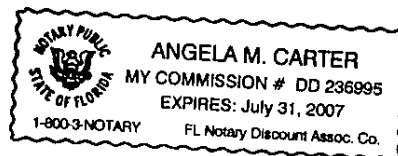
STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this ___ day of April 18, 2007, by Christopher F. D'Elia, Chairperson of the Board of Directors of The Science Center of Pinellas County, Inc., who is personally known to me or who produced _____ as identification.

Print Name: Angela Carter

Notary Public: *Angela Carter*



The undersigned hereby accepts the designation of Registered Agent of the Science Center of Pinellas County, In., as set forth in Article XI of these Articles of Incorporation and acknowledges that she is familiar with, and accepts the obligations imposed upon registered agents, under the Florida Not For Profit Corporation Act.

Madeline T. McNaughton
Madeline T. McNaughton