

Division of Corporations

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**Florida Department of State
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FLORIDA NON-PROFIT CORPORATION

UNITED WAY OF TAMPA BAY, INC.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
UNITED WAY OF TAMPA BAY, INC.**

The undersigned, for the purpose of forming a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

Article I - Name

The name of the Corporation shall be **UNITED WAY OF TAMPA BAY, INC.**

Article II - Principal Office

The principal office and mailing address of the Corporation shall be: 18401 U. S. Highway 19 North, Clearwater, Florida 33764.

Article III - Purpose and Powers

1. The purposes for which the Corporation is formed are exclusively charitable and educational and include helping people invest resources to make the greatest difference in meeting identified human needs in the community.

2. No substantial part of the activities of the Corporation shall be for the purpose of carrying on propaganda, or otherwise attempting to influence legislation. None of the activities of the Corporation shall consist of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

3. No part of the net earning of the Corporation shall inure to the benefit of any private shareholder or any individual. The property of the Corporation is irrevocably dedicated to charitable purposes and upon liquidation, dissolution or abandonment of the owner, after providing for the debts and obligations thereof, the remaining assets will not inure to the benefit of any private person but will be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes which has established its tax-exempt status under Sections 501(c)(3) and 509(a)(1), (2), or (3) of the Internal Revenue Code of 1986.

Article IV - Contributors to Corporation

The individual, corporate and governmental contributors to and volunteers for the Corporation shall be considered "investors" in the Corporation. Each United Way participating agency shall be a "partner" of the Corporation. Investors and partners shall

This instrument prepared by:
Roy G. Harrell, Jr. (Florida Bar #120405)
Holland & Knight LLP
200 Central Avenue, Suite 1600
St. Petersburg, FL 33701
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not be deemed "members" under Florida corporate law, and the Corporation shall have no members.

Article V - Term of Existence

The Corporation shall have perpetual existence.

Article VI - Manner of Election of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no fewer than three (3) individuals, all of whom shall be selected in the manner described in the Bylaws of the Corporation.

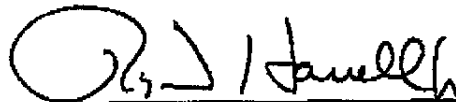
Article VII - Initial Registered Agent

The name and Florida street address of the initial registered agent is: Roy G. Harrell, Jr., 200 Central Avenue, Suite 1600, St. Petersburg, Florida 33701.

Article VII - Incorporator

The name and address of the Incorporator is: Roy G. Harrell, Jr., 200 Central Avenue, Suite 1600, St. Petersburg, Florida 33701.

IN WITNESS WHEREOF, for purposes of form a not-for-profit corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this ___ day of May, 2001.



Roy G. Harrell, Jr. - Incorporator

ACCEPTANCE OF REGISTERED AGENT/REGISTERED OFFICE

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent for the Corporation and agree to act in this capacity.



Roy G. Harrell, Jr. - Registered Agent

Dated: May 29, 2001

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