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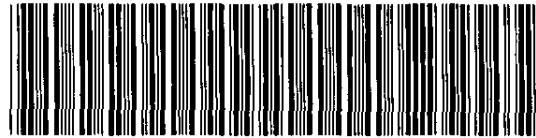
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Inc. Amendment

1. YMCA of Greater St. Petersburg Facility Operations, Inc.
(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

5. _____
(CORPORATE NAME AND DOCUMENT #)

6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

YMCA OF GREATER ST. PETERSBURG FACILITY OPERATIONS, INC.

A Florida "Not for Profit" Corporation

The undersigned, representing all of the Board of Directors and entire membership of the YMCA of Greater St. Petersburg Facility Operations, Inc., a Florida not for profit corporation, pursuant to Article VIII of the initial Articles of Incorporation and Chapter 617 of Florida Statutes, amends and restates the initial Articles of Incorporation. The the following First Amended and Restated Articles of Incorporation were adopted by the full membership and Board of Directors in accordance with the requirements of Article VIII of the initial Articles of Incorporation and Chapter 617, Florida Statutes, on July 31, 2014:

Article I

NAME OF CORPORATION: The name of the corporation (the "Corporation") is the **YMCA OF GREATER ST. PETERSBURG FACILITY OPERATIONS, INC.**

Article II

PRINCIPAL OFFICE: The principal office of the Corporation is located at 600 First Avenue North, Suite 201, St. Petersburg, Florida 33701.

MAILING ADDRESS: The mailing address of the Corporation is 600 First Avenue North, Suite 201, St. Petersburg, Florida 33701 with attention to the President and Chief Executive Officer.

Article III

PURPOSE: This Corporation is formed exclusively for charitable, health, social responsibility and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States Internal Revenue law, and for the general welfare of persons who endeavor and practice the "golden rule" and social responsibility, including more specifically, the following primary purposes:

A. To organize, conduct, carry on, and promote youth and child development

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programs for the purpose of enriching the lives of young people in the community;

- B. To organize, conduct, carry on, and promote health and wellness programs for the purpose of enriching the lives of the general population;
- C. To manage, operate and administer facilities for furthering both the child and youth development and health and wellness missions;
- D. To conduct educational and health programs for the benefit of the public in order to expand the appreciation, understanding and lifestyle of healthy living;
- E. To promote and facilitate social responsibility throughout the entire community;
- F. Such other purposes as may be determined from time to time to be in the furtherance of the general purpose stated hereinabove.

The Corporation shall exist and operate solely for charitable, health, social responsibility and educational purposes within the meaning of Section 501(c)(3) of the Code and the Treasury Regulations promulgated thereunder, and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual. The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Code and shall not be operated for the benefit of private interests.

Article IV

POWERS:

A. The Corporation shall have and exercise all powers of a not-for-profit corporation as the same now exist or may hereinafter exist under the laws of the State of Florida.

B. The Corporation shall be authorized to use its property, facilities and personal services, to receive, hold, invest or administer assets or property and to make expenditures in accordance with its purpose and Florida law. The Corporation further shall be authorized to incur indebtedness in accordance with the applicable laws of the State of Florida, and to enter into agreements to finance, capitalize, loan, design and construct, lease, lease-purchase, purchase, sell, dispose of or operate real property and operating businesses necessary and desirable to serve the needs and purposes of, the exhibition and promotion of art, educational and cultural missions within the community.

C. Notwithstanding any other provision hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Code or

by an organization, contributions to which are deductible under Section 170(c)(2) of the Code. No part of the assets, income or profits of the Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein.

Article V

PROHIBITED PURPOSES:

A. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Code or the corresponding provision of any future United States Internal Revenue law.

B. The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the directors, officers, or members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable purposes. The property, assets, and net income of the Corporation are irrevocably dedicated to charitable purposes and no part of which shall inure to the benefit of any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable purposes.

C. No part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, nor intervene in, any political campaign on behalf of any candidate for public office.

D. The corporation shall not engage in any prohibited activity as defined in Section 617.0835, Florida Statutes, or the corresponding provision of any future Florida Statute.

Article VI

MEMBERSHIP: The Corporation shall have no capital stock, and shall be composed of Members rather than stockholders. The membership of the Corporation shall initially consist of the individuals consisting of the Board of Directors hereinafter provided, and their successors in office. Other members of the Corporation may be set forth, from time to time, in accordance with the Bylaws of the Corporation.

Article VII

BYLAWS: The Bylaws of the Corporation shall be initially approved by a majority vote of the initial Board of Directors and thereafter may be amended as provided in the Bylaws.

Article VIII

AMENDMENT: These Articles of Incorporation may be amended as provided in the Bylaws of the Corporation.

Article IX

MANNER OF ELECTION: The Incorporator shall select the initial Board of Directors. The method of selection for subsequent and additional directors on the Board of Directors and number of directors shall be stated in the Bylaws. The provision for the election of the directors and officers shall be set forth in the Bylaws.

Article X

DIRECTORS: The Corporation shall be governed by a Board of Directors as provided for in the Bylaws.

Article XI

OFFICERS: The Officers of the Corporation shall consist of a President and Chief Executive Officer, a Chief Operations Officer and a Finance Director and such other officers and assistant officers as the Board of Directors shall provide for in the Bylaws of the Corporation. The Officers shall be elected by the Board of Directors at the annual meeting of the Board of Directors. The initial Officers shall be elected at the first meeting of the Board of Directors. Vacancies shall be filled by the Board of Directors at any regular or specially called meeting.

Article XII

INFORMAL ACTION: To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Directors or any appointed committee of either board, or any action which may be taken at any annual or special meeting of any such board or committee, may be taken without a meeting, without prior notice and without a vote, if the action is taken by the directors or committee members entitled to vote on such action and having not less than the minimum number of votes

necessary to authorize such action at a meeting at which all directors or committee members entitled to vote on such action were present and voted. The action must be evidenced by one or more written consents describing the action taken, dated and signed by approving directors or committee members having the requisite number of votes and entitled to vote on such action, and such written consent or consents must be delivered to the Corporation at its principal office.

Article XIII

REGISTERED AGENT: The name of the registered agent of the corporation is Baynard, McLeod & Lang, P.A. The address of this registered agent is 669 First Avenue North, St. Petersburg, Florida 33701. The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

Article XIV

INCORPORATOR: The name and address of the incorporator is David W. Jezek, 600 First Avenue North, Suite 201, St. Petersburg, Florida 33701.

Article XV

INDEMNIFICATION: Any person made a party to any action, suit or proceeding by reason of being a director or officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him or her in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such director or officer is liable for any misconduct in the performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled apart from this Article.

Article XVI

DISSOLUTION: The Board of Directors or its successor entity shall have the irrevocable power and authority by a unanimous vote at any regular called meeting of said Board of Directors to unilaterally direct the dissolution of the Corporation in accordance with Chapter 617 of the Florida Statutes.

Upon the dissolution of the Corporation, after paying or making provision for the payment of all the liabilities of the Corporation, the Corporation shall dispose of its assets remaining after payment of all costs and expenses of such dissolution exclusively for the purposes of the Corporation to The Young Men's Christian Association of Greater St. Petersburg, Inc., a Florida not for profit corporation, or if such corporation does not exist,

in such manner, or to such organizations organized and operated exclusively for purposes as shall at that time qualify as purposes of a tax exempt organization or organizations under Section 501(c)(3) of the Code or the corresponding provision of any future Internal Revenue law, as the Board of Directors shall determine. Upon dissolution of the Corporation, none of the assets shall be distributed to any natural person who is a member, director or officer of this Corporation.

Article XVII

TERMS OF EXISTENCE: Subject to the provisions of Article XVI of these Articles of Incorporation, the Corporation shall have perpetual existence.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, These First Amended and Restated Articles of Incorporation are hereby executed by the Incorporator on this ____th day of July, 2014.

The undersigned submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.

Signature of President and Chief Executive Officer

David W. Jezek

Date

DIRECTORS

SUSAN S. MITTERMAYR

DAVID L. NEELY

G. ANDREW WILLIAMS

ROBERT S. FISHER

MELISSA L. MCLEOD

REGISTERED AGENT'S

ACCEPTANCE OF APPOINTMENT

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 YMCA of Greater St. Petersburg Facility Operations, Inc., a Florida not for profit corporation, and agree to act in this capacity.

Date: _____

Signature of Registered Agent
James O. Lang

State of Florida
County of Pinellas

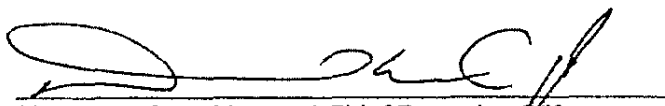
I hereby certify that on this day, before me, a Notary Public duly authorized to take acknowledgements, personally appeared JAMES O. LANG to me known to be the person described as registered agent and who executed the foregoing appointment.

WITNESS my hand and official seal this ____ day of July, 2014,

Notary Public
My commission Expires _____

IN WITNESS WHEREOF, These First Amended and Restated Articles of Incorporation are hereby executed by the Incorporator on this 31st day of July, 2014.

The undersigned submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.

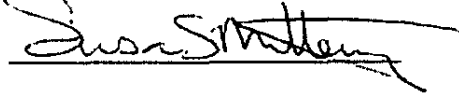


Signature of President and Chief Executive Officer
David W. Jezek

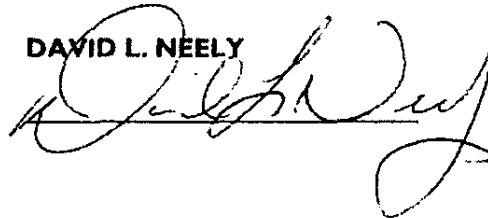
7/31/2014
Date

DIRECTORS

SUSAN S. MITTERMAYR



DAVID L. NEELY



G. ANDREW WILLIAMS



ROBERT S. FISHER

MELISSA L. MCLEOD