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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUN 27 2018

T. LEMIEUX

Attestated

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Keep Hillsborough Moving, Inc.

DOCUMENT NUMBER: N18000006394

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jennifer S. Blohm

(Name of Contact Person)

Meyer, Brooks, Demma and Blohm, P.A.

(Firm/ Company)

P.O. Box 1547

(Address)

Tallahassee, FL 32302

(City/ State and Zip Code)

NWatkins@robertwatkins.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jennifer S. Blohm

850

878-5212

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|--|--|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

KEEP HILLSBOROUGH MOVING, INC.

Pursuant to sections 617.1006 and 617.1007, Florida Statutes, Keep Hillsborough Moving, Inc. (Document Number N18000006394) adopts the following amended and restated articles of incorporation and states as follows:

ARTICLE I

Name, Principal Place of Business and Mailing Address

The name of the corporation is "Keep Hillsborough Moving, Inc." The initial principal place of business and mailing address are: 610 South Boulevard, Tampa, FL 33606.

ARTICLE II

Duration

The period of the duration of this corporation shall be perpetual unless dissolved in accordance with Florida law. Corporate existence shall commence upon filing with the Secretary of State.

ARTICLE III

Purposes

The purposes for which this corporation is created and maintained shall be exclusively for the promotion of social welfare and no activities which are not permitted by an organization exempt from taxation pursuant to Section 501(c)(4) of the Internal Revenue Code, as amended, shall be permitted.

The corporation shall have the following specific powers:

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- (1) To educate the public about transportation issues and the need for transportation funding in Hillsborough County, Florida, and, to advocate for legislation and policies which will further the corporation's stated goals;
- (2) To serve as a core organization to bring together citizens and representatives of other organizations which have the common goals stated above;
- (3) To conduct fundraising activities for the production of revenues adequate to carry out the purposes of the corporation;
- (4) To employ staff, consultants, attorneys and accountants to ensure that all regulatory provisions are abided and the corporation's goals are achieved;
- (5) To exercise powers permitted by Florida law for a corporation not for profit;
- (6) To conduct such other related activities permitted to be conducted by an organization exempt from taxation pursuant to Section 501(c)(4) of the Internal Revenue Code, as amended.

ARTICLE IV **Restrictions**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons; provided, however, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered by directors, officers, members and other private citizens and to make payments and distributions in furtherance of the purposes set forth in Article III, hereof and to pay or reimburse the reasonable expenses of fundraising or incurred in carrying out the objectives of the corporation.

ARTICLE V
Members

The corporation shall have no members.

ARTICLE VI
Resident Office and Agent

The street address and city of the registered office of the corporation is:

131 North Gadsden Street
Tallahassee, Florida 32301

The name of the initial registered agent at such address is Jennifer S. Blohm.

ARTICLE VII
Board of Directors

The number of persons constituting the Board of Directors of the corporation shall be established in the by-laws, but shall not be less than three (3). The by-laws shall provide the process for the selection of Directors; provided, however, the initial Directors of the corporation shall be:

Tyler Hudson, Chair
610 South Boulevard
Tampa, Florida 33606

Robert Watkins
610 South Boulevard
Tampa, Florida 33606

Janet Scherberger
610 South Boulevard
Tampa, Florida 33606

There shall be no limit on the number of terms a Board member may serve unless provided otherwise in the by-laws. The term of office of Board members shall be stated in the by-laws. The Board of Directors may authorize reimbursement of expenses incurred by Board

members in conjunction with the corporation's business or other approved activities directly related to the corporation's purposes.

Nothing herein shall be construed to preclude any Director from serving the corporation in any other capacity and receiving additional compensation therefore.

The by-laws may provide for an Executive Committee of the Board. The Board of Directors may establish other committees as may from time to time be determined necessary and appoint the membership on such committees.

ARTICLE VIII **Officers**

The corporation shall have at least the following Officers – President and Treasurer – and such other Officers as may be provided for in the by-laws. The manner of selection of Officers also shall be provided for in the by-laws; provided, however, the initial officers shall be:

Tyler Hudson, President
610 South Boulevard
Tampa, Florida 33606

Nancy Watkins, Treasurer
610 South Boulevard
Tampa, Florida 33606

ARTICLE IX **Indemnification of Officers and Directors**

Officers and Directors shall be indemnified by the corporation against all expenses and liabilities, including attorney's fees, including any incurred in appellate proceedings, reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office as provided in the by-laws. The corporation may purchase and maintain insurance on behalf of all Officers and Directors against any such liability

asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such.

ARTICLE X
Non-Stock Basis

This corporation is organized on a non-stock basis.

ARTICLE XI
Dissolution

In the event of dissolution of this corporation, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c) of the Internal Revenue Code of 1954, as amended, or corresponding sections of any prior or future United States Internal Revenue law or to the federal, state or local government to be used for exclusively public purposes.

ARTICLE XII
Amendments

These Articles of Incorporation may be amended by majority vote of the Directors as provided in Section 617.1002(1)(b), Florida Statutes, at a meeting called for such purpose.

ARTICLE XIII
Incorporator

The name and address of the original incorporator of this corporation are as follows:

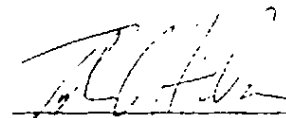
Jennifer S. Blohm
131 N. Gadsden St.
Tallahassee, FL 32301

The foregoing Amended and Restated Articles of Incorporation were adopted by the Board of Directors on June 21, 2018, and will become effective upon their filing with the Florida

Department of State, Division of Corporations. The corporation has no members entitled to vote on the amendment.

IN WITNESS WHEREOF, I 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 in Section 817.155, Florida Statutes.

DATED this 21 day of June, 2018.

A handwritten signature in black ink, appearing to read 'Tyler Hudson', is written over a horizontal line.

TYLER HUDSON
CHAIRMAN