

N26794 COMMUNITY COUNSEL

August 19, 1998

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

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-08/21/98--01024--006
*****87.50 *****87.50

Re: Old Seminole Heights Neighborhood Association, Inc.

Dear Division of Corporations:

Enclosed for filing are the original Amended and Restated Articles of Incorporation for the above-referenced not-for-profit corporation, together with a photocopy of the executed Restatement and a check for \$87.50 in payment of the filing fee (\$35.00) and the fee for a certified copy (\$52.50).

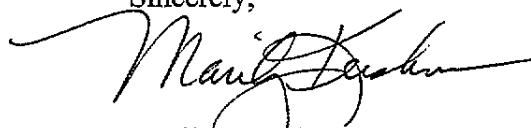
Please return a certified copy of the Articles of Amendment to:

Mr. A. Evan St. Ives
1227 East Powhatan Avenue
Tampa, Florida 33604-7231

Please call me at (813) 232-1343 if you have any questions regarding this matter.

Thank you for your assistance.

Sincerely,



Marilyn Kershner
Attorney at Law

Enclosures

FILED
98 AUG 21 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

OLD SEMINOLE HEIGHTS NEIGHBORHOOD ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Secretary of the Board of Directors of Old Seminole Heights Neighborhood Association, Inc. (the "Corporation") certifies that the following constitutes the Corporation's Amended and Restated Articles of Incorporation:

**Article I
DURATION**

The period of duration of the Corporation is perpetual.

**Article II
PURPOSES**

The purposes for which the Corporation is organized are exclusively charitable and educational and include the following:

- a. to aid and encourage the preservation and restoration of the area known as Seminole Heights, located in the City of Tampa, County of Hillsborough, State of Florida, as a residential neighborhood.
- b. to promote the preservation of historical buildings and landmarks within Seminole Heights.
- c. to educate the public about the history of Seminole Heights.
- d. to promote the general social, economic, and physical welfare of all residents of Seminole Heights.
- e. to combat community deterioration through the encouragement of, and the utilization of, Enterprise Zones within Seminole Heights.
- f. to promote land uses in Seminole Heights that protect the safety, character and ambiance of the neighborhood, while at the same time insuring the integrity of the area and supporting the optimal use of all resources available to advance these corporate purposes.

- g. to aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
- h. to do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.
- i. All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 (the "Internal Revenue Code") or the corresponding provision of any future federal tax code.

Article III REGISTERED AGENT

The address of the registered office of the Corporation is 1227 E. Powhatan Avenue, Tampa, Florida 33604, and the name of the registered agent at such address is A. Evan St. Ives.

Article IV BOARD OF DIRECTORS

A. The number of Trustees constituting the initial Board of Directors of the Corporation is three members. The name and address of each person who is to serve as a member of the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Patricia A. Kemp	5118 N. Seminole Ave., Tampa, FL 33603
Gary Luter	5210 N. Seminole Ave., Tampa, FL 33603
Howard Moore	5210 N. Branch Ave., Tampa, FL 33603

B. The method of election of the Board of Directors shall be stated in the bylaws.

C. The Board of Directors shall consist of no fewer than seven (7) and no more than eleven (11) individuals.

**Article V
INCORPORATOR**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Howard Moore	5210 N. Branch Ave., Tampa, FL 33603

**Article VI
MEMBERSHIP**

The qualifications for membership and the manner of their admission shall be regulated by the bylaws of the Corporation.

**Article VII
501(C)(3) LIMITATIONS**

A. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal and State income tax under section 501 (c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax code), or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future federal tax code).

B. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

C. **NO PRIVATE INUREMENT:** 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 (if any), or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

D. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial 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, or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

E. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax code) to be used exclusively for charitable and educational purposes, or shall be distributed to the federal government, or to a state or local government, for a public purpose. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

F. **PRIVATE FOUNDATION STATUS:** In the event that this Corporation shall become a "private foundation" within the meaning of Section 509 of the Internal Revenue Code (or the corresponding provision of any future federal tax code), the Corporation: shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under section 4942 of the Internal Revenue Code (or the corresponding provision of any future federal tax code); shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code (or the corresponding provision of any future federal tax code); shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code (or the corresponding provision of any future federal tax code); shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code (or the corresponding provision of any future federal tax code); and shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code (or the corresponding provision of any future federal tax code).

CERTIFICATION

I HEREBY CERTIFY that these Amended and Restated Articles of Incorporation and the Amendments to the Articles of Incorporation included therein were adopted as follows:

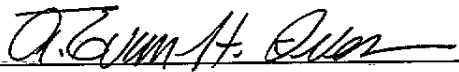
1. The Board of Directors adopted a resolution setting forth the proposed amendments and incorporating them in these Amended and Restated Articles of Incorporation which resolution required that these changes be submitted to a vote of the membership of the Corporation.

2. Written notice summarizing the changes was mailed to the members in good standing of the Corporation on July 17, 1998. The notice specified that this matter would be voted upon at a meeting of members to be held on July 28, 1998.

3. At the meeting, a quorum of the membership was present, and a majority of those in attendance voted in favor of adopting these Amended and Restated Articles of Incorporation.

4. The number of votes cast was sufficient for approval.

Dated: August 19, 1998


A. Evan St. Ives, Secretary