

N28573

(Requestor's Name)

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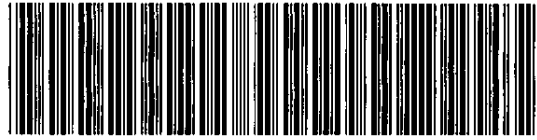
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amended & Restated*

TB

*3/30/09*

# SHUMAKER

Shumaker, Loop & Kendrick, LLP

RONALD A. CHRISTALDI  
813.221.7152  
rchristaldi@slk-law.com

Bank of America Plaza 813.229.7600  
101 East Kennedy Boulevard 813.229.1660 fax  
Suite 2800  
Tampa, Florida 33602

[www.slk-law.com](http://www.slk-law.com)

March 10, 2009

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

Re: Tampa Bay Business Committee for the Arts, Inc.  
Document No. N28573

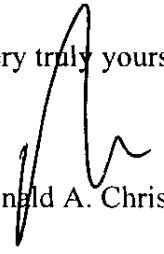
Dear Sir or Madam:

Enclosed please find the First Amended and Restated Articles of Incorporation changing the name of the referenced corporation to Tampa Bay Businesses for Culture and the Arts, Inc.

Also enclosed is a check in the amount of \$35.00 for the filing fee made payable to the Florida Department of State.

Thank you in advance for your time and cooperation. Please do not hesitate to contact me should you have any questions.

Very truly yours,

  
Ronald A. Christaldi

RAC/gad  
Enclosures

**SHUMAKER**  
Shumaker, Loop & Kendrick, LLP

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RONALD A. CHRISTALDI  
813.221.7152  
[rchristaldi@slk-law.com](mailto:rchristaldi@slk-law.com)

March 25, 2009

Ms. Theresa Brown  
Florida Department of State  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

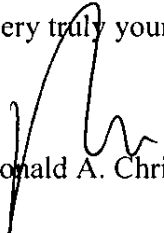
Re: Tampa Bay Business Committee for the Arts, Inc.  
Document No. N28673

Dear Ms. Brown:

On March 13, 2009 you contacted my office requesting revisions prior to filing the First Amended and Restated Articles of Incorporation which changes the name of the referenced corporation to Tampa Bay Businesses for Culture and the Arts, Inc. We have revised the document per your instructions and submit it for filing.

Thank you in advance for your time and cooperation. Should there be any further questions, comments, please do not hesitate to contact me.

Very truly yours,

  
Ronald A. Christaldi

RAC/gad  
Enclosure

**FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION**

Tampa Bay Business Committee for the Arts, Inc. (the "Corporation"), a Florida not for profit corporation organized under Chapter 617 of the Florida Statutes on September 28, 1988, by its president and secretary, certifies that at a duly called meeting of the board of directors held January 21, 2009, the First Amended and Restated Articles of Incorporation set forth below were duly adopted.

**ARTICLE I. NAME**

The name of the Corporation is TAMPA BAY BUSINESSES FOR CULTURE AND THE ARTS, INC.

**ARTICLE II. TERM**

The term of the Corporation shall be perpetual.

**ARTICLE III. PURPOSES AND POWERS**

The purposes for which the Corporation is formed are to promote and develop in the support of the arts within the Greater Tampa, Florida business community by encouraging that community to recognize its interest in a flourishing and vigorous artistic community and by collecting and disseminating information about the needs of the arts and the ways in which business can help to fill those needs. The Corporation shall be operated for exclusively charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and shall not be operated for the purpose of carrying on a trade or business for profit.

As a means of accomplishing the purpose for which it is formed, the Corporation shall have the power:

- a. To receive gifts, devises and bequests of money or of property of all kinds;
- b. To acquire by purchase, lease, devise, gift, or otherwise, and to hold, own, occupy, use, manage, improve, develop, maintain, lease, sell, mortgage, transfer, or otherwise deal with real and personal property of any kind, wherever situated, and with any estate or interest therein, legal or equitable;
- c. To borrow money and to make, accept, endorse, execute and issue promissory notes and other evidences of indebtedness and obligations in payment for property acquired or money borrowed, and to secure the payment thereof and interest thereon by mortgage upon, or pledge, conveyance or assignment of any part of, the property of the Corporation; and
- d. To do all acts and things necessary or proper for the accomplishment of the purposes of the Corporation, subject, however, to the provisions of Florida law.

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SECRETARY OF  
TALLAHASSEE COUNTY  
FLORIDA

No part of the net earnings of the Corporation shall inure to the benefit of any member, director, officer or employee of the Corporation, or to the benefit of any other private individual; no member, director, officer or employee of the Corporation shall receive or be lawfully entitled to receive any pecuniary benefit of any kind, except reasonable compensation for services in effecting one or more purposes of the Corporation. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in, nor intervene in (including by means of the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

#### **ARTICLE IV. DISTRIBUTION OF ASSETS UPON DISSOLUTION**

In the event of the dissolution of the Corporation, no distribution of any of the property or assets of the Corporation shall be made to any member, director, officer or employee of the Corporation, or other private individual, but all of such property and assets shall be applied, in the discretion of the directors, to accomplish the charitable purposes for which the Corporation is organized by distributing such property and assets for the furtherance of the work of institutions with similar purposes and objects which are exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as its successor statute.

#### **ARTICLE V. MEMBERS**

The Corporation is organized on a nonstock basis. The members of the Corporation shall consist of business, professional, or educational organizations (including sole proprietorships), as the board of directors admits into membership upon the board's receipt of such applications and dues as the board prescribes.

#### **ARTICLE VI. DIRECTORS**

The management of the Corporation shall be vested in a board of directors of not less than three directors, each of whom must be an officer, director, employee, shareholder, partner, or proprietor of the Corporation. The board of directors shall consist of three classes of directors, and each class shall consist of at least one director. The specific number of directors serving in each class shall be determined by the bylaws or by vote of the members at the annual meeting of the Corporation at which that class is elected. At each annual meeting of the members, the members shall elect one class of directors to serve a three-year term. The members shall elect the directors in accordance with the bylaws of the Corporation. Directors shall not be eligible for election to two immediately succeeding terms on the board of directors.

#### **ARTICLE VII. OFFICERS**

The officers of the Corporation shall be a president, a secretary, and a treasurer, and may include such other officers as may be authorized by the bylaws and elected by the directors from time to time. The officers shall be elected by the board of directors, and committees may be established, in accordance with the bylaws of the Corporation. Officers shall be officers, directors, employees, shareholders, partners, or proprietors of members of the Corporation but need not be members of the board of directors.


**ARTICLE VIII. BYLAWS**

The bylaws of the Corporation are to be made and adopted by, and may be altered, amended or rescinded by, the board of directors of the Corporation.

**ARTICLE IX. AMENDMENTS**

These Articles of Incorporation may be amended by the board of directors of the Corporation by unanimous written consent or by vote of a majority of directors present at a duly called meeting of the board of directors at which a quorum is present.

The undersigned president and secretary of the Corporation certify that there are no members entitled to vote and that these First Amended and Restated Articles of Incorporation were approved by majority vote of the directors of the Corporation at a duly called meeting on this 21st day of January, 2009.

  
Print Name: Kerry O'Reilly  
President

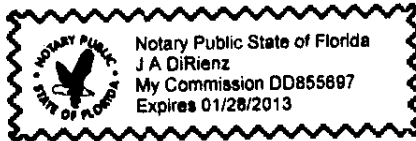
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of March, 2009 by Kerry O'Reilly who is personally known to me or who produced a Florida Driver's License as identification.

  
Notary Public State of Florida

(Notary Seal)

My Commission Expires



Cynthia L. May  
Print Name: Cynthia L. May

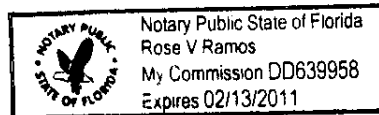
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 3rd day of March, 2009 by Cynthia L. May who is personally known to me or who produced a Florida Driver's License as identification.

Rose V. Ramos  
Notary Public State of Florida

(Notary Seal)

My Commission Expires



**CERTIFICATE AS TO THE FIRST AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

WE HEREBY ACKNOWLEDGE as the duly elected and qualified President and Secretary of Tampa Bay Business Committee for the Arts, Inc. the following:

That these First Amended and Restated Articles of Incorporation of Tampa Bay Business Committee for the Arts, Inc. were approved by the Board of Directors of the Corporation at a duly called meeting on the 21<sup>st</sup> day of January, 2009 pursuant to Section 617.1002, Florida Statutes and there are no voting members of the Corporation; and


That these First Amended and Restated Articles of Incorporation include amendments to the Restated Articles of Incorporation filed on November 1, 1990; and

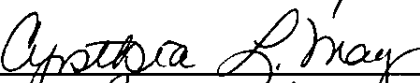
That in all other regards these First Amended and Restated Articles of Incorporation only restate and integrate and do not further amend the provisions of the Articles and that there is no discrepancy between the Amended and Restated Articles and prior Restated Articles except for the omission of some matters of historical interest; and

That the Corporation was incorporated on September 28, 1988 with the original name being the Tampa Bay Business Committee for the Arts, Inc. and that pursuant to this First Amended and Restated Articles of Incorporation, was changed to Tampa Bay Businesses for Culture and the Arts, Inc.

Dated this 21<sup>st</sup> of January, 2009.

TAMPA BAY BUSINESS COMMITTEE  
FOR THE ARTS, INC.

By:   
Print Name: Kerry O'Reilly  
President

By:   
Print Name: Cynthia L. May  
Secretary