



713803

ACCOUNT NO. : 072100000032

REFERENCE : 512542 134805A

AUTHORIZATION :

*Patricia Pizette*

COST LIMIT : \$ 43.75

FILED  
02 APR -4 PM 4:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : April 4, 2002

ORDER TIME : 12:51 PM

ORDER NO. : 512542-005

CUSTOMER NO: 134805A

CUSTOMER: Langfred White, Esq  
Icc Financial Group  
32700 Us Highway 19 N

Palm Harbor, FL 34684

RECORDED  
02 APR -4 PM 1:52

DOMESTIC AMENDMENT FILING

NAME: BIG BROTHERS/BIG SISTERS  
OF PINELLAS COUNTY, INC.

EFFECTIVE DATE:

700005193037--1

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER'S INITIALS: \_\_\_\_\_

C. Coulliette APR 04 2002



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 4, 2002

CSC  
ATTN: SUSIE  
TALLAHASSEE, FL

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: BIG BROTHERS BIG SISTERS OF PINELLAS COUNTY, INC.  
Ref. Number: 713803

We have received your document for BIG BROTHERS BIG SISTERS OF PINELLAS COUNTY, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 502A00019920

RECEIVED  
02 APR -5 PM 8:33

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BIG BROTHERS BIG SISTERS OF PINELLAS COUNTY, INC.**

FILED  
02 APR -4 PM 4:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of this corporation, not for profit, shall be Big Brothers Big Sisters of Pinellas County, Inc.

**ARTICLE II**

The purpose of this non-profit corporation is:

(1) To organize under professional direction a body of mature and responsible men and women to interest themselves individually in the welfare of boys and girls who are at risk due to the circumstances of their lives, and as a consequence need encouragement and companionship of men and women outside their homes for their proper moral, mental and physical development.

(2) To take a direct and personal friendly interest in such boys and girls and their families, and to employ methods that will promote their physical, mental, and moral welfare, and thus make them better citizens of their community and nation.

The principal means for carrying out the purpose of this non-profit corporation shall be the "One Man-One Boy and One Woman-One Girl" philosophy, whereby a man and boy and a woman and girl shall be brought together after proper social study of each case by a qualified professional staff. The non-profit corporation shall work out the necessary mechanics for carrying out this philosophy.

It shall be the responsibility of this non-profit corporation to recruit qualified men and women and to maintain standards of operation in keeping with Big Brothers Big Sisters of America's recommended standards for acceptable Big Brothers Big Sisters' work.

This shall be a corporation not for profit, and no member of the organization shall ever receive any dividends or profit from the undertaking of this corporation, and no part of the earnings of the corporation shall inure to the benefit of any individual or member.

In addition, the corporation shall have each and all of the powers enumerated in Florida Statutes, §617.021 (1975), which is incorporated herein and made a part hereof by specific reference.

The foregoing clauses shall be construed both as objects and as powers, and it is hereby expressly provided that the foregoing enumeration of specific and general powers shall not be construed to limit the powers of the corporation, and each power and object shall be construed as if named separately and alone and shall not be limited in any way because of the naming of any other power or object.

### ARTICLE III

Qualified-Active membership in this non-profit corporation shall be limited to responsible persons eighteen (18) years of age and over who display the standards of citizenship and moral, mental and physical development to qualify them as companions for boys and girls. Persons of all faiths, racial and ethnic groups may become members of the corporation in the manner determined by the Board of Directors. Members do not vote.

#### ARTICLE IV

The governing body of this non-profit corporation shall be a Board of Directors consisting of not less than three (3) persons, or such greater number as established by the By-Laws. The Board of Directors shall exercise the powers of the corporation and shall be responsible for coordinating the work of the committees and various phases of the program. The term of office and method of election for Directors shall be as provided by the By-Laws.

The officers of the corporation shall consist of a president and such other officers as determined by the By-Laws. The By-Laws shall provide the duties of the president, provide for the positions of and duties of such other officers as deemed appropriate and shall provide the method for nomination and election of the president and other officers. An individual may hold more than one (1) office. The officers shall be elected annually by the Board of Directors.

#### ARTICLE V

By-Laws detailing the provisions of those Articles of Incorporation and for the governing of this non-profit corporation shall be passed and may only be amended by a majority vote of the Board of Directors present at any regular meeting of the corporation, such proposed amendments having been submitted to the members in writing not less than ten (10) days prior to such meeting.

#### ARTICLE VI

A. The officers of this corporation shall be located at such place as the By-Laws provide and the Board of Directors may move such offices and open such additional offices as they may, from time to time, deem necessary.

B. (1) Notwithstanding anything herein to the contrary, this corporation may exercise any and all powers as are in furtherance of the express purposes of organization as set forth in §501(c)(3) and 170(c) of the Internal Revenue Code of 1954 and its regulations as the same now exist or as they may hereafter be amended from time to time. This non-profit corporation shall never make any distribution, engage in any activity or enter into any transaction of whatever character, the effect whereof, under applicable federal laws then in force, will cause the corporation to lose its status as an organization exempt from federal income taxes, or as an organization contributions to which are deductible in computing the net income of the contributor for federal income tax purposes. There shall be no power in the directors of the corporation to amend the certificate of incorporation or the By-Laws in any way that will defeat the purpose of this Section.

(2) No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any members, director, employee or officer of the corporation or any other private individual in such fashion as to constitute an application of funds not within the purposes of exempt organizations described in §501(c)(3) and 170(c) of the Internal Revenue Code of 1954. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal if otherwise proper. There shall be no power in the directors of the corporation to amend the certificate of incorporation or the By-Laws in any way that will defeat the purpose of this Section.

(3) No member, director, officer or employee of the corporation or any other person shall receive or be entitled to receive under any circumstances any pecuniary

profit or benefit from the operations or liquidations thereof, except as reasonable compensation for services rendered in effecting one or more of the objects or purposes of the corporation. Upon any dissolution of the corporation, or if there should take place any partial or entire liquidation of its property and assets, none of such property and assets shall go to any member, director, officer or donor of the corporation, but all of its property and assets (both principal and income) remaining after payment of its liabilities shall be turned over, subject to the Order of the Circuit Court of the State of Florida as provided by law, to one or more organizations which themselves are exempt as organizations described in §501(c)(3) and 170(c) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusive public purpose. There shall be no power in the members of the corporation to amend the Certificate of Incorporation or the By-Laws to give to any member, officer, director or donor any right in any way to share in such property and assets.

(4) No part of the activities of this corporation shall consist of carrying on or of participating in, or intervening in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. There shall be no power in the members of the corporation to amend the Certificate of Incorporation or the By-Laws to give to any member, director, officer or donor any right in any way to defeat the purpose of this section.

IN WITNESS WHEREOF, said corporation has caused these Amended and Restated Articles of Incorporation in its name by its Secretary and its Corporate Seal to be hereto affixed and attested by its President effective this 1 day of March, 2002.

By: Dani Maroney  
Dani Maroney, Acting Secretary

(Corporate Seal)

Attest: Marie Eaddy  
Marie Eaddy, President



**CERTIFICATE OF AMENDMENT AND RESTATEMENT**

**OF**

**ARTICLES OF INCORPORATION**

**OF**

**BIG BROTHERS BIG SISTERS OF PINELLAS COUNTY, INC.**

BIG BROTHERS BIG SISTERS OF PINELLAS COUNTY, INC., a Florida corporation, not for profit, under its corporate seal and hand of its President, Marie Eaddy, attested by its Acting Secretary, Dani Maroney, do hereby certify that:

The Board of Directors of said corporation, who comprise all the members entitled to vote, at a meeting called and held on November 27, 2001, at 6:00 p.m., adopted the attached Amended and Restated Articles of Incorporation. All members entitled to vote unanimously voted for adoption.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be filed in its name by its president and its Corporate Seal to be hereto affixed and attested by its Secretary this 28 day of February, 2002.

(Corporate Seal)

By:

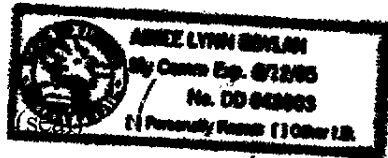
Marie Eaddy  
Marie Eaddy, President

Attest:

Dani Maroney  
Dani Maroney, Acting Secretary

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 28 day of February, 2002, by Marie Eaddy, as President of Big Brothers Big Sisters of Pinellas County, Inc.



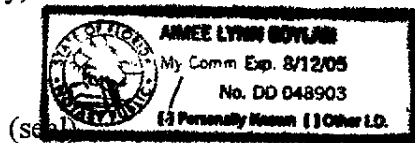
Annee Lynn Boylan  
Notary Signature

Print Type or Stamp Name of Notary

Personally known ☒  
or Produced Identification ☐  
Type of Identification produced: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 28 day of February, 2002, by Dani Maroney, as Acting Secretary of Big Brothers Big Sisters of Pinellas County, Inc.



Annee Lynn Boylan  
Notary Signature

Print Type or Stamp Name of Notary

Personally known ☒  
or Produced Identification ☐  
Type of Identification produced: \_\_\_\_\_