

713803

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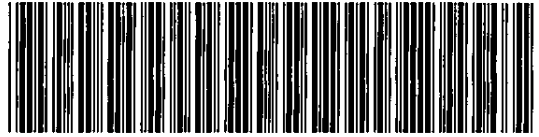
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Big Brothers Big Sisters of Pinellas County, Inc.

DOCUMENT NUMBER: 713803

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

Please return all correspondence concerning this matter to the following:

Susan Rolston, CEO
(Name of Contact Person)

Big Brothers Big Sisters of Pinellas County, Inc.
(Firm/ Company)

918 West Bay Drive
(Address)

Largo, FL 33770
(City/ State and Zip Code)

For further information concerning this matter, please call:

Susan Rolston at (727) 518-8860
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
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| <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

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
Big Brothers Big Sisters of Pinellas County, Inc.

Pursuant to the provisions of Sections 607.1006–607.1007, Florida Statutes, BIG BROTHERS BIG SISTERS OF PINELLAS COUNTY, INC., a Florida not for profit corporation (the "Corporation"), does hereby adopt the following Amended and Restated Articles of Incorporation. The undersigned, as president of the Corporation, does hereby certify that there are no members or members entitled to vote on the amendment.

The amendment was adopted by the board of directors and the date of adoption of the amendment and restatement was November 20, 2007.

Amendment Adopted: Articles I through Article VI of the Articles of Incorporation are hereby deleted, and the following Articles are inserted in place thereof:

ARTICLE I
NAME AND ADDRESS

The name of this corporation is BIG BROTHERS BIG SISTERS OF PINELLAS COUNTY, INC. The mailing address of the corporation is: 918 West Bay Drive, Largo, Florida 33770. The address of the corporation's principal office is: 918 West Bay Drive Largo, Florida 33770.

ARTICLE II
DURATION

The duration of this corporation is perpetual.

ARTICLE III
PURPOSES, RIGHTS AND POWERS

1. The Purpose of this Corporation is to help children reach their potential through professionally supported one-to-one mentoring relationships with measurable impact.

2. This Corporation is organized and shall be operated as a corporation not for profit, exclusively for charitable and educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as now or hereafter amended ("Code"), or by an organization, contributions to which are deductible under Code Section 170(c)(2).

3. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall be empowered to make the election authorized under Code Section 501(h). The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

4. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Code Section 501(c)(3).

5. Solely for the above purposes, this Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit, including, but without limitation thereon, to receive gifts, bequests and contributions in any form, to use, apply, invest and reinvest the principal and/or income therefrom or distribute the same for the above purposes.

ARTICLE IV LIMITATIONS

No part of the net earnings or income of this Corporation shall inure to the benefit of or be distributed to its Directors, officers or to any private individual, but this Corporation shall be empowered and authorized to pay reasonable compensation for services rendered and to make distributions in furtherance of the purposes set forth in ARTICLE III hereof. It is intended that this Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Code Section 501(a) as an organization described in Code Sections 509(a)(1), 509(a)(2) or 509(a)(3).

ARTICLE V DISTRIBUTION OF ASSETS ON DISSOLUTION

In the event the Corporation dissolves, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of this Corporation, distribute all remaining assets of this Corporation exclusively to "charitable organizations," as described herein, or should be distributed to the federal, state, or local governments for one or more public purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for one or more exempt or public purposes.

ARTICLE VI MEMBERS; DIRECTORS

1. The Corporation shall not have any members.

2. The term, voting rights, qualifications and procedures for election of Directors shall be set forth in this Corporation's Bylaws. The Board of Directors shall be empowered to direct the management of the business and affairs of this Corporation

and to exercise all rights and powers granted to this Corporation under these Articles, the Corporation's Bylaws and the laws of the State of Florida.

ARTICLE VII OFFICERS

1. Officers. The officers of this Corporation shall consist of a President, one or more Vice-Presidents, a Treasurer, a Secretary and other officers of this Corporation as the Board of Directors deems necessary.

2. Election and Term of Office. The Board of Directors shall elect officers at each Annual Meeting of the Board of Directors, and may at any meeting fill any officer vacancy.

3. Powers and Duties. The officers shall be empowered to manage the business and affairs of this Corporation under the direction of the Board of Directors. The powers and duties of each officer shall be as set forth in the Bylaws and, except as otherwise provided in the Bylaws, each officer shall be entitled to exercise all of the rights and powers granted to such officer by the laws of the State of Florida.

4. Officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

- | | |
|--------------|--|
| 1. President | TOM CAWTHON
10617 ANDREW LANE
LARGO FL 33777 |
| 2. Treasurer | Court James
202 Toledo Way NE
St. Petersburg, FL 33704 |
| 3. Secretary | Tim Stroyne
6 Stonegate Drive
Belleair, FL 33756 |

ARTICLE VIII AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by affirmative vote of two-thirds (2/3) of a quorum of the Directors of the Board of Directors at any meeting of the Directors or by the written consent thereto by two-thirds (2/3) of a quorum of the Directors. Amendments to these Articles of Incorporation may be proposed by any Director.

ARTICLE IX BYLAWS

Bylaws have been previously adopted. The Bylaws may be amended or repealed by the affirmative vote of a majority of a quorum of the Directors at a meeting of the Board of Directors. Such proposed amendments must be submitted to Directors in writing not less than ten (10) days prior to such meeting.

ARTICLE X INTERNAL REVENUE CODE SECTIONS

Any reference in these Articles to a section of the Internal Revenue Code of 1986 shall be interpreted to include reference to the corresponding provisions of any applicable future Internal Revenue Law of the United States.

ARTICLE XI INDEMNIFICATION

Each director and each officer or former director or officer of this Corporation may be indemnified and may be advanced reasonable expenses by this Corporation against liabilities imposed upon him or her and reasonable expenses incurred by him or her in connection with any claim against him or her, or, any action, suit or proceeding to which he or she may be a party by reason of his or her being, or, having been, such director or officer and against such sum as independent counsel selected by the directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no director or officer shall be indemnified: (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in performance of duty; (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the directors shall not deem reasonable payment made primarily with a view to avoiding expenses of litigation; or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which directors or officers maybe entitled under any bylaw, agreement, corporate resolutions, vote of directors or otherwise. This Corporation shall have the power to purchase or maintain, at its cost and expense, insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

ARTICLE XII REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is 918 West Bay Drive, Largo, Florida 33770, and the name of the registered agent of this Corporation at that address is Susan Rolston.

ARTICLE XIII
AUTHORIZED REPRESENTATIVES

The names and addresses of the persons signing these Articles are:

<u>Name</u>	<u>Address</u>
Tom Cawthon	10617 ANDREW LANE, LARGO FL 33777
Court James	202 Toledo Way NE St. Petersburg, FL 33704
Tim Stroyne	6 Stonegate Drive Belleair, FL 33756

IN WITNESS WHEREOF, the undersigned have subscribed their names this 21st
day of December, 2007, at Largo, Florida.

WITNESSES:

Stephanie Slight
Dawn Kelston
Stephanie Slight
Dawn Kelston
Stephanie Slight
Dawn Kelston

Tom Cawthon
Tom Cawthon, President

Courtland W. James
Court James, Treasurer

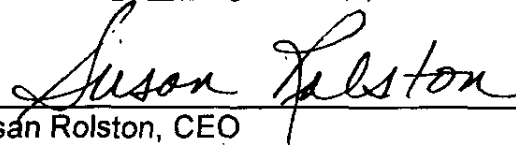
Tim Stroyne
Tim Stroyne, Secretary

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, Big Brothers Big Sisters of Pinellas County, desiring to organize under the laws of the State of Florida, hereby designates Susan Rolston, CEO, located at 918 West Bay Drive, Largo, Florida 33770, Florida, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.



Susan Rolston, CEO